Ref. No.: MUM/SEC/243-01/2021

January 20, 2021

To,

The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot C/1
G Block, Bandra Kurla Complex,
Mumbai – 400 051

Scrip code: Equity (BSE: 540716/ NSE: ICICIGI); Debt (BSE: 954492/ NSE: ILGI26)

Dear Sir/Madam,

Subject: Notice to the Unsecured Creditors of ICICI Lombard General Insurance Company Limited ("Company") under Section 230(3) of the Companies Act, 2013 – Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is in furtherance of our intimation dated January 20, 2021 whereby we had intimated to you that pursuant to an order dated December 18, 2020, in Company Scheme Application No. CA (CAA) 1152/MB/2020 ("**Order**") passed by the National Company Law Tribunal, Mumbai Bench ("**Hon'ble Tribunal**"), a meeting of the equity shareholders of ICICI Lombard General Insurance Company Limited will be convened on Tuesday, February 23, 2021 at 2:30 p.m. (IST) ("**Meeting**" or "**Meeting**") through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**"), for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Arrangement among ICICI Lombard General Insurance Company Limited **("Resulting Company" or "Company")** and Bharti AXA General Insurance Company Limited **("Demerged Company")** and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and Sections 35 to 37 of the Insurance Act, 1938 ("**Scheme**").

Please note that in pursuance of the Order and as directed therein, a notice along with the Explanatory Statement under Sections 230(3), 232(1), 232(2) and 102 of the Companies Act, 2013 read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with copy of the Scheme and other Annexures, has been issued to the Unsecured Creditors (including unsecured debenture holders) of the Company as on September 30, 2020, under Section 230(3) of the Companies Act, 2013, having value of INR 5,00,000/- (Indian Rupees Five Lakh only) and more (constituting about 98.04% of the outstanding unsecured creditors of Company), stating therein that they may submit their representations in relation to the Scheme, if any, to the Tribunal, within thirty days from the date of receipt of the said notice and copy of such representations shall simultaneously be served upon the Company.

A copy the notice issued to unsecured creditors (including unsecured debenture holders) is enclosed herewith in terms of provisions of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to kindly take the same on your records.

Thanking you.

Yours faithfully,

For ICICI Lombard General Insurance Company Limited

Vikas Mehra

Digitally signed by Vikas Mehra
Date: 2021.01.20 20:54:36 +05'30'

Vikas Mehra
Company Secretary

Encl.: As above

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT MUMBAI
COMPANY SCHEME APPLICATION NO. CA (CAA) 1152/MB/2020

In the matter of the Companies Act, 2013;

And

In the matter of Application under Sections 230-232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

And

In the matter of Scheme of Arrangement among Bharti AXA General Insurance Company Limited ("**Applicant Company 1**" or "**Demerged Company**") and ICICI Lombard General Insurance Company Limited ("**Applicant Company 2**" or "**Company**" or "**Resulting Company**") and their respective shareholders and creditors

ICICI Lombard General Insurance Company Limited [CIN: L67200MH2000PLC129408], a company incorporated under the Companies Act, 1956 having its registered office at ICICI Lombard House, 414, Veer Savarkar Marg, Near Siddhivinayak Temple, Prabhadevi, Mumbai 400 025

…Applicant Company 2/ Company/ Resulting Company

NOTICE TO THE UNSECURED CREDITORS OF ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED

To,

The Unsecured Creditors (including unsecured debenture holders) of ICICI Lombard General Insurance Company Limited

TAKE NOTICE THAT an application under Sections 230 to 232 of the Companies Act, 2013 ("**the Act**"), read with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 for sanctioning an arrangement embodied in the Scheme of Arrangement among Bharti AXA General Insurance Company Limited ("**Applicant Company 1**" or "**Demerged Company**") and ICICI Lombard General Insurance Company Limited ("**Applicant Company 2**" or "**Company**" or "**Resulting Company**") and their respective shareholders and creditors under Sections 230 to 232 of the Act and Sections 35 to 37 of the Insurance Act, 1938 ("**Scheme**") was presented by the Company before the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Hon'ble Tribunal**"). The Hon'ble Tribunal has by its order dated December 18, 2020 inter alia, directed the Company to issue a notice to the Unsecured Creditors (including unsecured debenture holders) of the Company as on September 30, 2020, under Section 230(3) of the Act, having value of INR 5,00,000/- (Indian Rupees Five Lakh only) and more (constituting about 98.04% of the outstanding unsecured creditors of Company), stating therein that they may submit their representations in relation to the Scheme, if any, to this Hon'ble Tribunal, within thirty days from the date of receipt of the said notice and copy of such representations shall simultaneously be served upon the Company.

You are hereby informed that representations, if any, in connection with the proposed Scheme may be made to the Hon'ble Tribunal within thirty (30) days from the date of receipt of this notice. The address of the Hon'ble Tribunal is 4th Floor, MTNL Exchange Building, Near G. D. Somani School, C. D. Somani Marg, Cuffe Parade, Mumbai 400 005. Copy of the representation may simultaneously be sent to the Company at its registered office situated at ICICI Lombard House, 414, Veer Savarkar Marg, Near Siddhivinayak Temple, Prabhadevi, Mumbai 400 025.

Please note that the following documents are enclosed along with this notice:

1. Copy of the order dated December 18, 2020 passed by the Hon'ble Tribunal; and
2. Copy of the notice of meeting of the equity shareholders of the Company, including explanatory statement along with annexures and the Scheme.

Dated this 20th day of January, 2021

For **ICICI Lombard General Insurance Company Limited**

Sd/-
Vikas Mehra
Company Secretary

Enclosures: As Above

IN THE NATIONAL COMPANY LAW TRIBUNAL
COURT NO. 5, MUMBAI BENCH

CA (CAA) 1152/MB.V/2020

In the matter of

The Companies Act, 2013

and

In the matter of

Sections 230 - 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

and

In the matter of

Bharti AXA General Insurance Company Limited, CIN: U66030MH2007PLC351131, a company incorporated under the Companies Act, 1956 and having its registered office at 1902, 19th Floor, Parinee Creseenzo, 'G' Block, Bandra Kurla Complex, BKC Road, Bandra East, Mumbai, Bandra Suburban, Maharashtra 400051

and

In the matter of

ICICI Lombard General Insurance Company Limited, CIN: L67200MH2000PLC129408, a company, incorporated under the Companies Act, 1956 and having its registered office at ICICI Lombard House, 414, Veer Savarkar Marg, Near Siddhivinayak Temple, Prabhadevi, Mumbai, Maharashtra 400025

and

In the matter of

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Scheme of Arrangement

amongst

Bharti AXA General Insurance Company Limited and ICICI Lombard General Insurance Company Limited and their respective shareholders and creditors

("**Scheme**").

Bharti AXA General Insurance Company Limited CIN: U66030MH2007PLC351131, a company incorporated under the Companies Act, 1956 and having its registered office at 1902, 19th Floor, Parinee Creseenzo, 'G' Block, Bandra Kurla Complex, BKC Road, Bandra East, Mumbai, Bandra Suburban, Maharashtra 400051 ...Applicant Company 1/ Demerged Company

ICICI Lombard General Insurance Company Limited, CIN: L67200MH2000PLC129408, a company incorporated under the Companies Act, 1956 and having its registered office at ICICI Lombard House, 414, Veer Savarkar Marg, Near Siddhivinayak Temple, Prabhadevi, Mumbai, Maharashtra 400025 ...Applicant Company 2/ Resulting Company

Order Pronounced on 18.12.2020

Coram:

Smt. Suchitra Kanuparthi, Member (Judicial)

Shri Chandra Bhan Singh, Member (Technical)

Appearances (via video-conferencing):

For the Applicant Companies: Sr. Adv. Mr. Venkatesh Dhond, Adv. Rohan Kadam, i/b. Cyril Amarchand Mangaldas and AZB & Partners

ORDER

Per: Suchitra Kanuparthi, Member (Judicial)

1. The court is convened via video conferencing.

2. The counsel for the Applicant Companies submits that the proposed Scheme inter-alia provides for the transfer by way of demerger of the Demerged Undertaking (*as defined in the Scheme*) of the Applicant Company 1 to the Applicant Company 2 on a going concern basis, and the consequent issue of Consideration Shares (*as defined in the Scheme*) by the Applicant Company 2 to the shareholders of the Applicant Company 1 in accordance with Clause 6 of the Scheme; and various other matters consequential or otherwise integrally connected therewith.

3. The counsel for the Applicant Companies submits that as per Clause 1.7 of the Scheme, the Consideration Shares mean 3,57,56,194 equity shares of the Applicant Company 2 of INR 10 each fully paid up, as appropriately adjusted only for any stock split, consolidation of shares, bonus share issuances, or issuance of any employee stock options as per the Scheme, which will be issued to the shareholders of the Applicant Company 1 (i.e., Bharti General Ventures Private Limited ("**Bharti**") and Societe Beaujon ("**AXA**") in the the proportion of their shareholding as on the Record Date i.e., 21 August 2020, being the date on which the Scheme is approved by the Boards of the Demerged Company and the Resulting Company), ignoring any fractional entitlements: Bharti General Ventures Private Limited 1,82,35,659 equity shares and Société Beaujon 1,75,20,535 equity shares. Counsel for the Applicant Companies further submits that the number of Consideration Shares to be issued has been arrived at as on the Record Date and in accordance with the share entitlement ratio set out in the valuation reports of the valuers dated August 21, 2020 annexed at Exhibits Q and R of the company scheme application. The Insurance Regulatory and Development Authority of India ("**IRDAI**") has also granted in principle approval to the transaction vide its letter dated November 27, 2020 ("**IRDAI In Principle Approval**"). The share entitlement ratio set out in the valuation reports has been extracted

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as follows: *"2 equity shares of face value INR 10 each fully paid up of ICICI Lombard for every 115 equity shares of face value of INR 10 each fully paid of Bharti AXA for the transfer of Demerged Undertaking to ICICI Lombard."*

4. The counsel for the Applicant Companies submits that the business defined as 'Residual Undertaking' in Clause 1.41 of the Scheme will be be retained by Applicant Company 1 after giving effect to the demerger under the Scheme, and such 'Residual Undertaking' includes *inter alia* certain corporate bonds, immoveable properties located in Mumbai; brands, trademarks, logos, and other intellectual property containing either or both of the words "Bharti" and "Axa".

5. The rationale and purpose of the Scheme is as under:

(a) Demerger is in the commercial interest of the Applicant Company 1 and the Applicant Company 2, given as part of the demerger, the Applicant Company 1 wants to retain, and the Applicant Company 2 does not intend to acquire, the Residual Undertaking which includes immoveable property owned by the Applicant Company 1 in Mumbai, brands used by and/or licensed to the Applicant Company 1 and the ICICI Bonds.

(b) Demerger of the General Insurance Business and consolidation with the Applicant Company 2 will help expand the business of the Applicant Company 2 in the growing Indian market thereby creating greater value for the shareholders/ stakeholders of both the Applicant Company 1 and the Applicant Company 2.

(c) Demerger of the General Insurance Business and consolidation with the Applicant Company 2 would aid in future growth of premiums by leveraging on the distribution strength and capabilities.

(d) The Scheme is beneficial for and in the interest of the policyholders as the demerger creates a more robust and financially strong Applicant Company 2 that can offer a wider product suite, more access points and comprehensive services to customers post completion of the Scheme.

(e) The increased knowledge, experience and expertise is expected to improve business operations and thereby improve overall customer satisfaction.

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(f) Demerger of the General Insurance Business and consolidation with the Applicant Company 2 is expected to create greater economies of scale thereby lowering the average costs and enhancing company profitability, which directly benefits shareholders and policyholders.

(g) Demerger of the General Insurance Business and consolidation with the Applicant Company 2 is expected to bring in greater efficiency in funds management and unfettered access to cash flow generated by the business which can be deployed more efficiently to fund organic and inorganic growth opportunities.

(h) The Scheme will be in the best interest of the shareholders, employees and creditors of both the Applicant Companies.

It is clarified that capitalised terms used in paragraph 5 above and not defined herein shall have the meaning ascribed to them in the Scheme.

6. The Counsel for the Applicant Companies submits that the Board of Directors of the Applicant Company 1 and Applicant Company 2 at their respective board meetings both held on August 21, 2020 have approved the Scheme.

7. The Counsel for the Applicant Companies submits that the IRDAI In Principle Approval notes as follows:

"The Authority had examined the application and sought certain documents/information for further processing of the application. Post submission of the required documents/information, the Authority hereby grants "In-principle" approval under section 35 to 37 read with IRDA (Scheme of Amalgamation and Transfer of General Insurance Business) Regulations, 2011 for demerger of general insurance business undertaken by Bharti AXA to ICICI Lombard. In consideration thereof, ICICI Lombard shall issue 1,82,35,659 equity shares to Bharti General Ventures Private Limited and 1,75,20,535 equity shares by ICICI Lombard to Societe Beaujon."

The counsel for the Applicant Companies further submits that the said IRDAI In Principle Approval sets out certain conditions which will be complied with by the Applicant Companies and that, post receipt of this Hon'ble Tribunal's approval to the Scheme, the effectiveness of the Scheme will also be subject to the final approval of the IRDAI.

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8. Pursuant to the Securities and Exchange Board of India ("SEBI") circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") read with Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulatios"), Applicant Company 2 had applied to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") for their "no adverse observation" to file the Scheme for sanction of the Hon'ble National Company Law Tribunal. BSE by its letter dated November 2, 2020 and NSE by its letter dated November 3, 2020, have resepectively given their "no adverse observation/no-objection" letters to Applicant Company 2, to file the Scheme.

9. This Tribunal hereby directs that a meeting of the Equity Shareholders of the Applicant Company 1, be convened and held on Tuesday, February 23, 2021 at 11:30 a.m. for the purpose of considering, and if thought fit, approving the proposed Scheme, through video conferencing and/ or other audio visual means, without holding a general meeting requiring the physical presence of shareholders at a common venue, as the same in the current Covid-19 environment mandating social distancing norms shall not be feasible.

10. At least 30 (thirty) clear days before the aforesaid meeting of the Equity Shareholders of the Applicant Company 1 be held as aforesaid, a notice convening the said meeting at the day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, shall be sent by e-mail to the Equity Shareholders of the Applicant Company 1 whose email addresses are duly registered with the Applicant Company 1, addressed to each of the shareholders, at their last known e-mail addresses as per the records of the Applicant Company 1.

11. At least 30 (thirty) days before the aforesaid meeting of the Equity Shareholders of the Applicant Company 1 to be held as aforesaid, an advertisement of notice convening the said meeting, indicating the day, date and time aforesaid be published once each in '*Financial Express*' in English and '*Loksatta*' in Marathi, both circulated at Mumbai, and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230(3) of the Companies

Act, 2013 can be obtained free of charge by emailing the Applicant Company 1 at amit.raheja@bhartiaxa.com.

12. The Applicant Company 1 undertakes to:

(i) issue notice convening meeting of the Equity Shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

(ii) issue statement containing all the particulars as per Section 230 of the Companies Act, 2013; and

(iii) advertise the notice convening meeting as per Form No. CAA.2 (Rule 7) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

13. Mr. Bharat S. Raut, Independent Director of Applicant Company 1 and failing him Mr. Jitender Balakrishnan, Independent Director of Applicant Company 1 and failing him Ms Uma Relan, Independent Director of Applicant Company 1, is appointed as the Chairperson for the aforesaid meeting of the Equity Shareholders of Applicant Company 1.

14. The scrutinizer for the aforesaid meeting of shareholders of Applicant Company 1 shall be Mr. P. N. Parikh (Membership No. FCS 327 and CP No. 1228) and failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331 and CP No. 9511) and failing both Ms. Sarvari Shah (Membership No. FCS 9697 and CP No. 11717) of M/s Parikh & Associates, Practicing Company Secretaries.

15. The quorum for the aforesaid meeting of the Equity Shareholders of Applicant Company 1 shall be as prescribed under Section 103 of the Companies Act, 2013 and would include shareholders present through video conferencing and/or other audio visual means. In case the required quorum as stated above is not present at the commencement of the meeting, the meeting shall be adjourned by 30 (thirty) minutes and thereafter the persons present shall be deemed to constitute the quorum.

16. The voting by proxy shall not be permitted as the meeting would be held through video conferencing and/ or other audio visual means. However, voting in case of body corporate be permitted, provided the prescribed form / authorisation is filed with the Applicant Company 1

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at amit.raheja@bhartiaxa.com with a copy marked to bhartiaxa.scrutinizer@gmail.com, no later than 48 hours before the start of the aforesaid meeting as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

17. The Chairperson appointed for the aforesaid meeting of the Equity Shareholders of the Applicant Company 1 shall have all powers as per the Articles of Association of the Applicant Company 1 and also under the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, to the extent necessary and applicable, in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise at the meeting or at any adjournment thereof.

18. The value and number of the shares of each equity shareholder shall be in accordance with the books/ register of the Applicant Company 1 or depository records and where the entries in the books/ register/ depository records are disputed, the Chairperson of the meeting shall determine the value for the purposes of the meeting of Equity Shareholders and his/her decision in that behalf would be final.

19. The Chairperson shall report to this Tribunal, the result of the aforesaid meetings within 30 (thirty) days of the conclusion of the aforesaid meeting, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

20. This Tribunal hereby directs that a meeting of the Equity Shareholders of the Applicant Company 2, be convened and held on Tuesday, February 23, 2021 at 2:30 p.m. for the purpose of considering, and if thought fit, approving the proposed Scheme, through video conferencing and/ or other audio visual means, without holding a general meeting requiring the physical presence of shareholders at a common venue, as the same in the current Covid-19 environment mandating social distancing norms shall not be feasible.

21. In view of provisions of Section 230(4) read with Section 108 of the Companies Act, 2013 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Applicant

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Company 2 proposes to provide the facility of remote e-voting to its Equity Shareholders in respect of the resolution to be passed at the aforesaid meeting. The equity shareholders of the Applicant Company 2 are also allowed to avail the facility of e-voting during the aforesaid meeting to be held through video conferencing and/or other audio visual means on Tuesday, February 23, 2021 at 2:30 p.m. The e-voting facility for the Equity Shareholders of the Applicant Company 2 shall be provided in compliance with the conditions specified under the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, as applicable.

22. At least 30 (thirty) clear days before the aforesaid meeting of the Equity Shareholders of the Applicant Company 2 be held as aforesaid, a notice convening the said meeting at the day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, shall be sent by e-mail to the Equity Shareholders of the Applicant Company 2 whose email addresses are duly registered with the Applicant Company 2, addressed to each of the shareholders, at their last known e-mail addresses as per the records of the Applicant Company 2. Shareholders whose e-mail address are not available, shall be provided an opportunity by way of notice in the advertisement of notice mentioned in point 19 below to register their e-mail address to receive the notice of the said meeting.

23. At least 30 (thirty) days before the aforesaid meeting of the Equity Shareholders of the Applicant Company 2 to be held as aforesaid, an advertisement of notice convening the said meeting, indicating the day, date and time aforesaid be published once each in '*Financial Express*' in English and '*Loksatta*' in Marathi, both circulated at Mumbai, and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230(3) of the Companies Act, 2013 can be obtained free of charge by emailing the Applicant Company 2 at investors@icicilombard.com.

24. The Applicant Company 2 undertakes to:

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(i) issue notice convening meeting of the Equity Shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

(ii) issue statement containing all the particulars as per Section 230 of the Companies Act, 2013; and

(iii) advertise the notice convening meeting as per Form No. CAA.2 (Rule 7) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

25. Mrs. Lalita D. Gupte, Independent Director of Applicant Company 2, and failing her Mr. Suresh Kumar, Independent Director of Applicant Company 2, and failing him Mr. Ashvin Parekh, Independent Director of Applicant Company 2, is appointed as the Chairperson for the aforesaid meeting of the Equity Shareholders of the Applicant Company 2.

26. The scrutinizer for the aforesaid meeting of Equity Shareholders of Applicant Company 2 shall be Mr. P. N. Parikh (Membership No. FCS 327 and CP No. 1228) and failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331 and CP No. 9511) and failing both Ms. Sarvari Shah (Membership No. FCS 9697 and CP No. 11717) of M/s Parikh & Associates, Practicing Company Secretaries.

27. The quorum for the aforesaid meeting of the Equity Shareholders of Applicant Company 2 shall be as prescribed under Section 103 of the Companies Act, 2013 and would include shareholders present through audio visual means. In case the required quorum as stated above is not present at the commencement of the meeting, the meeting shall be adjourned by 30 (thirty) minutes and thereafter the persons present shall be deemed to constitute the quorum.

28. The voting by proxy shall not be permitted as the meeting would be held through video conferencing and/ or other audio visual means. However, voting in case of body corporate be permitted, provided the prescribed form / authorisation is filed with the Applicant Company 2 at investors@icicilombard.com with a copy marked to icicilombard.scrutinizer@gmail.com, no later than 48 hours before the start of the aforesaid meeting as required under Rule 10 of the

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Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

29. The Chairperson appointed for the aforesaid meeting of the Equity Shareholders of the Applicant Company 2 shall have all powers as per the Articles of Association of the Applicant Company 2 and also under the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, to the extent necessary and applicable, in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise at the meeting or at any adjournment thereof.

30. The value and number of the shares of each equity shareholder shall be in accordance with the books/ register of the Applicant Company 2 or depository records and where the entries in the books/ register/ depository records are disputed, the Chairperson of the meeting shall determine the value for the purposes of the meeting of Equity Shareholders and his/her decision in that behalf would be final.

31. The Chairperson shall report to this Tribunal, the result of the aforesaid meetings within 30 (thirty) days of the conclusion of the aforesaid meeting, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

32. The Counsel for the Applicant Companies submits that since the Scheme is an arrangement between the Applicant Companies and their respective shareholders as contemplated under Section 230(l)(b) and not in accordance with the provisions of Section 230(l)(a) of the Companies Act, 2013 as there is no compromise and/or arrangement with the creditors and as no sacrifice is called for by the creditors, only meetings of the equity shareholders of the respective Applicant Companies are proposed to be held in accordance with the provisions of Section 230(l)(b) of the Companies Act, 2013. Further, the net worth of both the Applicant Companies post giving effect to the Scheme remains in the positive. Therefore, the meeting of the unsecured creditors (including unsecured debenture holders) of the Applicant Companies is not required to be convened. The Applicant Company 1 has 9,163 unsecured creditors (including unsecured debenture holders) having in the aggregate an amount of Rs. 11,96,75,76,153 (Rupees One Thousand One Hundred Ninety Six



Crores Seventy Five Lakhs Seventy Six Thousand One Hundred Fifty Three) as on September 30, 2020. In view of the aforesaid, the meeting of the unsecured creditors (including unsecured debenture holders) of the Applicant Company 1 is not required. The Bench hereby directs the Applicant Company 1 to issue individual notice to all those unsecured creditors (including unsecured debenture holders) having value of Rs.1,00,000 (Rupees One Lakh only) and more, as on September 30, 2020 (constituting about 99.61% of the outstanding unsecured creditors of Applicant Company 1), by courier or registered post or speed post or hand delivery or through e-mail (to those unsecured creditors (including unsecured debenture holders) whose e-mail addresses are duly registered with the Applicant Company 1), at their last known address as per the records of the Applicant Company 1, as required under Section 230(3) of the Companies Act, 2013, with a direction that they may submit their representations, if any, to the Tribunal within thirty days from the date of receipt of the said notice and copy of such representations shall simultaneously be served upon Applicant Company 1. The Applicant Company 2 has 37,485 unsecured creditors (including unsecured debenture holders) having in the aggregate an amount of Rs. 23,02,42,41,487 (Rupees Two Thousand Three Hundred Two Crores Forty Two Lakhs Forty One Thousand Four Hundred Eighty Seven only) as on September 30, 2020. In view of the aforesaid, the meeting of the unsecured creditors (including unsecured debenture holders) of the Applicant Company 2 is not required. The Bench hereby directs the Applicant Company 2 to issue individual notice to all those unsecured creditors (including unsecured debenture holders) having value of Rs. 5,00,000 (Rupees Five Lakh only) and more, as on September 30, 2020 (constituting about 98.04% of the outstanding unsecured creditors of Applicant Company 2), by courier or registered post or speed post or hand delivery or through e-mail (to those unsecured creditors (including unsecured debenture holders) whose e-mail addresses are duly registered with the Applicant Company 2), at their last known address as per the records of the Applicant Company 2, as required under Section 230(3) of the Companies Act, 2013, with a direction that they may submit their representations, if any, to the Tribunal within thirty days from the date of receipt of the said notice and copy of such representations shall simultaneously be served upon Applicant Company 2. In the case of

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dispatch of notice by courier, the notice may be sent by any reputed courier service provider. At the suggestion of the Counsel for the Applicant Companies, the Applicant Companies are permitted to dispatch the notice through the courier service operated by DHL Express (India) Private Limited.

33. Further, both the Applicant Companies do not have any secured creditors. Accordingly, the question of convening a meeting/ issuing notices to the secured creditors of the Applicant Companies does not arise.

34. The Applicant Company 1, pursuant to Section 230(5) of the Companies Act, 2013 read with Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, is directed to serve the notice of the meeting of its Equity Shareholders upon: (i) Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai, Maharashtra, (ii) the Registrar of Companies, Mumbai, (iii) Income Tax Authority within whose jurisdiction the assessments of the Applicant Company 1 is made (mentioning the PAN of Applicant Company 1 – PAN: AADCB2008D) at the following address: Deputy Commissioner of Income Tax, Circle 1(1)(1), Room No. 215, 2nd Floor, BMTC Building, 6th Block, Koramangala, Bangalore 560095, (iv) IRDAI, and (v) National Stock Exchange of India Limited (NSE), with a direction that they may submit their representation, if any, within a period of 30 (thirty) days from the date of receipt of such notice, to the Tribunal and copy of such representations shall simultaneously be served upon the Applicant Company 1, failing which, it will be presumed that the aforesaid authorities have no representations to make on the Scheme.

35. The Applicant Company 2, pursuant to Section 230(5) of the Companies Act, 2013 read with Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, is directed to serve the notice of the meeting of its Equity Shareholders upon: (i) Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai, Maharashtra, (ii) the Registrar of Companies, Mumbai, (iii) Income Tax Authority within whose jurisdiction the assessments of the Applicant Company 2 is made (mentioning the PAN of Applicant Company 2 – PAN: AAACI7904G) at the following address: The Deputy Commissioner of Income-tax 14(2)-1, Aaykar Bhavan, Room No. 432, M K Road, Mumbai 400 020, (iv) Securities and

राष्ट्रीय कम्पनी विधी अधिकरण
NATIONAL COMPANY LAW TRIBUNAL
मुंबई न्यायपीठ
MUMBAI BENCH

Exchange Board of India, (v) BSE Limited, (vi) National Stock Exchange of India Limited, and (vii) IRDAI, with a direction that they may submit their representation, if any, within a period of 30 (thirty) days from the date of receipt of such notice, to the Tribunal and copy of such representations shall simultaneously be served upon the Applicant Company 2, failing which, it will be presumed that the aforesaid authorities have no representations to make on the Scheme.

36. In view of the averments made in paragraph 30 of the Company Scheme Application, serving of notice along with a copy of the Scheme on the Competition Commission of India, in terms of Section 230(5) of the Companies Act, 2013, is not required.

37. The Applicant Companies shall file proof of compliance electronically to this report to this Tribunal that the directions regarding issue of notices and publication of advertisement as stated in above paragraphs have been duly complied with.

38. Ordered accordingly. Pronounced in open court today.

SD/-	SD/-
Suchitra Kanuparthi	Chandra Bhan Singh
Member (Judicial)	Member (Technical)

Certified True Copy
Copy Issued "free of cost"
On 4.1.2021

Joint Registrar
National Company Law Tribunal Mumbai Bench

ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED

Corporate Identity No. (CIN): L67200MH2000PLC129408
Registered Office: ICICI Lombard House, 414, Veer Savarkar Marg
Near Siddhivinayak Temple, Prabhadevi, Mumbai 400 025
Tel. No.: +91 22 6196 1100; **Fax No.:** +91 22 6196 1323
Email: investors@icicilombard.com; **Website:** www.icicilombard.com

MEETING OF THE EQUITY SHAREHOLDERS OF ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED CONVENED AS PER THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

NOTICE TO EQUITY SHAREHOLDERS

Day	Tuesday
Date	February 23, 2021
Time	2:30 p.m. (IST)
Mode	In view of the COVID-19 pandemic and related social distancing norms and as per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench, the Meeting shall be conducted through Video Conferencing / Other Audio Visual Means

REMOTE E-VOTING/E-VOTING DURING THE MEETING

REMOTE E-VOTING:	
Commencing on	Saturday, February 20, 2021 at 9:00 a.m. (IST)
Ending on	Monday, February 22, 2021 at 5:00 p.m. (IST)
E-VOTING DURING THE MEETING	
E-voting facility shall also be available to the equity shareholders of the Company during the meeting.	

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH AT MUMBAI
COMPANY SCHEME APPLICATION NO. CA (CAA) 1152/MB/ 2020

In the matter of the Companies Act, 2013;

And

In the matter of Application under Sections 230 - 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

And

In the matter of Scheme of Arrangement amongst Bharti AXA General Insurance Company Limited ("**Applicant Company 1**" or "**Demerged Company**") and ICICI Lombard General Insurance Company Limited ("**Applicant Company 2**" or "**Company**" or "**Resulting Company**") and their respective shareholders and creditors

ICICI Lombard General Insurance Company Limited [CIN: L67200MH2000PLC129408], a company incorporated under the Companies Act, 1956 having its registered office at ICICI Lombard House, 414, Veer Savarkar Marg, Near Siddhivinayak Temple, Prabhadevi, Mumbai 400 025

… Applicant Company 2/ Company/ Resulting Company

NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED, APPLICANT COMPANY 2

To,

The equity shareholders of ICICI Lombard General Insurance Company Limited

NOTICE is hereby given that by an order dated December 18, 2020, in the above mentioned Company Scheme Application ("**Order**"), the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Hon'ble Tribunal**" or "**NCLT**") has directed that a meeting of the equity shareholders of the Company, be convened and held to consider, and if thought fit, to approve the proposed Scheme of Arrangement amongst Bharti AXA General Insurance Company Limited ("**Applicant Company 1**" or "**Demerged Company**") and ICICI Lombard General Insurance Company Limited ("**Applicant Company 2**" or "**Company**" or "**Resulting Company**") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Sections 35 to 37 of the Insurance Act, 1938 ("**Scheme**").

TAKE FURTHER NOTICE that in pursuance of the said Order and as directed therein, a meeting of the equity shareholders of the Company will be held on Tuesday, February 23, 2021 at 2:30 p.m. (IST) ("**Meeting**") through video conferencing ("**VC**") / other audio visual means ("**OAVM**") following the operating procedures (with requisite modifications as may be required) referred to in General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs, Government

of India (collectively referred to as "**MCA Circulars**"). At such day, date and time, the said equity shareholders are requested to attend the Meeting.

At the Meeting the following resolution will be considered and if thought fit, be passed with requisite majority under Sections 230 to 232 of the Companies Act, 2013 ("**the Act**") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force):

"RESOLVED THAT *pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable provisions of the Companies Act, 2013, the provisions of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended from time to time, issued by the Securities and Exchange Board of India, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Sections 35 to 37 of the Insurance Act, 1938 and applicable regulations thereunder framed by IRDAI, any other applicable laws and regulations and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Mumbai Bench of the Hon'ble National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities including Insurance Regulatory and Development Authority of India ("**IRDAI**"), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench of the Hon'ble National Company Law Tribunal ("**NCLT**" or "**Hon'ble Tribunal**") or by any regulatory or other authorities including IRDAI, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Scheme of Arrangement amongst Bharti AXA General Insurance Company Limited ("**Demerged Company**") and ICICI Lombard General Insurance Company Limited ("**Resulting Company**" or "**Company**") and their respective shareholders and creditors ("**Scheme**"), as enclosed to the notice of the Hon'ble Tribunal convened meeting of the equity shareholders of the Company and placed before this meeting, be and is hereby approved.*

RESOLVED FURTHER THAT *the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing of such accounting entries and/ or making such adjustments in the books of accounts of the Company as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."*

TAKE FURTHER NOTICE that in accordance with the said Order and provisions of (i) Section 230(4) read with Section 108 of the Act and read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("**Listing Regulations**"); and (iv) Secretarial Standards-2 on General Meetings issued by Institute of Company Secretaries of India, as applicable, the Company has engaged the services of National Securities Depository Limited ("**NSDL**") for the purpose of providing facility of remote e-voting prior to the Meeting and e-voting during the Meeting, so as to enable the equity shareholders, to consider and if thought fit, approve the Scheme by way of the aforesaid Resolution. Accordingly, voting by equity shareholders of the Company shall be carried out through (a) remote e-voting prior to the Meeting, and (b) e-voting during the Meeting.

TAKE FURTHER NOTICE that in terms of the said Order of the Hon'ble Tribunal, in addition to facility of voting through e-voting system during the Meeting through VC/ OAVM, the persons entitled to attend and vote at Meeting shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes through remote e-voting prior to the Meeting during the period commencing from 9.00 a.m. (IST) on Saturday, February 20, 2021 and ending at 5.00 p.m. (IST) on Monday, February 22, 2021, arranged by NSDL. The voting rights of equity shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on Tuesday, February 16, 2021, being the cut-off date ("**Cut-off date**"). The equity shareholders opting to cast their votes by remote e-voting or e-voting during the Meeting through VC/ OAVM are requested to read the instructions in the Notes of this Notice for further details on remote e-voting and e-voting during the Meeting. In case of remote e-voting, the votes should be cast in the manner described in the instructions by 5.00 p.m. (IST) on Monday, February 22, 2021. Remote e-voting module will be disabled by NSDL thereafter.

TAKE FURTHER NOTICE that each equity shareholder can opt for only one mode of voting i.e. (a) remote e-voting prior to Meeting or (b) vote through e-voting system during the Meeting through VC/ OAVM as arranged by NSDL on behalf of the Company. If you opt for remote e-voting, you will nevertheless be entitled to attend and participate in the Meeting but you will not be entitled to vote again during the Meeting through VC/ OAVM.

TAKE FURTHER NOTICE that since the physical attendance of equity shareholders has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by equity shareholders under Section 105 of the Act will not be available for the said Meeting and hence, the Route Map, Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Sections 112 and 113 of the Act, authorized representatives of the members may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC/ OAVM facility and e-voting during the Meeting provided an authority letter/ power of attorney by the board of directors or a certified copy of the resolution passed by its board of directors or other governing body authorizing such representative to attend and vote at the Meeting through VC/ OAVM on its behalf along with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote is emailed to the Scrutinizer at icicilombard.scrutinizer@gmail.com with a copy marked to NSDL at evoting@nsdl.co.in and to the Company at investors@icicilombard.com not later than 48 (forty eight) hours before the time scheduled for holding the Meeting. Such Corporate Members are requested to refer 'General Guidelines for equity shareholders' provided herein below, for more information.

A copy of the Scheme, the Explanatory Statement under Sections 230(3), 232(1), 232(2) and 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the Index, are enclosed herewith. In compliance with the Order of Hon'ble Tribunal and MCA Circulars, the Notice of this Meeting, together with the documents accompanying the same, is being sent only through electronic mode to those equity shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) (DPs). A copy of this Notice and the accompanying documents will be hosted on the website of the Company at www.icicilombard.com and will also be available on the website of BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com, respectively and also on the website of NSDL at www.evoting.nsdl.com. The Company is required to furnish a copy of the Scheme along with a copy of the said Explanatory Statement within one day of any requisition of the Scheme being made by any equity shareholder, to the Company by e-mail at investors@icicilombard.com. The Scheme along with the Explanatory Statement can also be obtained on any day (except Saturday, Sunday and public holidays) from the Registered Office of the Company at ICICI Lombard House, 414, Veer Savarkar Marg, Near Siddhivinayak Temple, Prabhadevi, Mumbai 400 025 or at the office of its advocates, AZB & Partners having address at AZB House, Peninsula Corporate Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013 between 11:00 a.m. to 4.00 p.m.

The Hon'ble Tribunal has appointed Mrs. Lalita D. Gupte, Independent Director of the Company, and failing her Mr. Suresh Kumar, Independent Director of the Company, and failing him Mr. Ashvin Parekh, Independent Director of the Company to be the Chairperson of the Meeting including for any adjournment or adjournments thereof. The Scheme, if approved in the Meeting, will be subject to the subsequent approval of the Hon'ble Tribunal. The results of the Meeting shall be announced by the Chairperson or the person authorised by Chairperson not later than 48 (forty eight) hours from the conclusion of the Meeting and the same shall be displayed at the Notice Board of the Registered Office of the Company and hosted on the website of the Company at www.icicilombard.com and on the website of NSDL at www.evoting.nsdl.com, being the agency appointed by the Company to provide the voting facility to the equity shareholders, as aforesaid besides being communicated to the stock exchanges namely, BSE and NSE where the equity shares of the Company are listed.

In accordance with the provisions of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the equity shareholders only if the Scheme is approved by majority of persons representing three-fourth in value of the equity shareholders, of the Company, voting through remote e-voting and e-voting facility made available during the Meeting through VC/ OAVM.

Sd/-
Lalita D. Gupte
Chairperson appointed for the Meeting

Date: January 14, 2021
Place: Mumbai

Registered Office:

ICICI Lombard General Insurance Company Limited
ICICI Lombard House, 414, Veer Savarkar Marg
Near Siddhivinayak Temple, Prabhadevi
Mumbai 400 025, Maharashtra, India
Email: investors@icicilombard.com
Website: www.icicilombard.com

Notes:

1. In view of the ongoing COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the order dated December 18, 2020, in Company Scheme Application No. CA (CAA) 1152/MB/2020 ("**Order**"), passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**" or "**Hon'ble Tribunal**"), the meeting of the equity shareholders of ICICI Lombard General Insurance Company Limited ("**Meeting**") is being convened on Tuesday, February, 23, 2021, at 2:30 p.m. (IST) through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") without the physical presence of the equity shareholders at a common venue, as per applicable procedure (with requisite modifications as may be required) referred to in General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "**MCA Circulars**"), for the purpose of considering, and if thought fit, approving the Scheme of Arrangement amongst Bharti AXA General Insurance Company Limited ("**Applicant Company 1**" or "**Demerged Company**") and ICICI Lombard General Insurance Company Limited ("**Applicant Company 2**" or "**Company**" or "**Resulting Company**") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Sections 35 to 37 of the Insurance Act, 1938 ("**Scheme**"). In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("**the Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Meeting of the equity shareholders of the Company is being held through VC/ OAVM. The deemed venue for the Meeting shall be the Registered Office of the Company.

2. Explanatory Statement under Sections 230(3), 232(1), 232(2) and 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, in respect of the business set out in the Notice, is annexed hereto.

3. The equity shareholders can join the Meeting through VC/ OAVM mode 30 minutes before the time scheduled for the Meeting and shall be kept open throughout the proceedings of the Meeting by following the procedure mentioned in this Notice. The facility of participation during the Meeting through VC/ OAVM will be made available for 1,000 equity shareholders on 'first come first serve' basis, in accordance with the MCA Circulars. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, respectively and Auditors etc. who are allowed to attend the Meeting without restriction on account of 'first come first serve' basis.

4. The attendance of the equity shareholders attending the Meeting through VC/ OAVM will be counted for the purpose of reckoning the quorum. Further, in terms of the Order in case the required quorum for the Meeting is not present at the commencement of the Meeting, then the Meeting shall be adjourned by 30 minutes and thereafter, the persons present shall be deemed to constitute the quorum.

5. The Hon'ble Tribunal has appointed Mr. P. N. Parikh (Membership No. FCS 327 and CP No. 1228) or failing him, Mr. Mitesh Dhabliwala (Membership No. FCS 8331 and CP No. 9511) or failing him, Ms. Sarvari Shah (Membership No. FCS 9697 and CP No. 11717), of M/s Parikh & Associates, Company Secretaries in Practice, as the Scrutinizer to scrutinize votes cast electronically through remote e-voting and e-voting during the Meeting in a fair and transparent manner. The Scrutinizer shall submit a consolidated report on votes cast to the Chairperson of the Meeting or to the person so authorised by Chairperson within 48 (forty eight) hours from the conclusion of the Meeting. The scrutinizer's decision on the validity of the votes cast electronically shall be final.

6. In terms of the directions contained in the Order, the Notice convening the Meeting will be published by Company through advertisement in the "financial express" in English language and in the "Loksatta" in Marathi language, having circulation in Mumbai.

7. VOTING THROUGH ELECTRONIC MEANS

i. As per the directions of the NCLT and in terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulations and MCA Circulars, the Company is pleased to provide the facility of "e-voting" to its equity shareholders, to enable them to cast their votes on the resolution proposed to be passed during the Meeting, by electronic means. The Company has engaged the services of National Securities Depository Limited ("**NSDL**"), as the authorized agency to provide e-voting (i.e. remote e-voting and e-voting during the Meeting) facility as well as to enable the equity shareholders (or its authorized representatives, as the case may be) of the Company to attend and participate in the Meeting through VC/ OAVM. The facility of casting votes by the equity shareholders using remote e-voting system (e-voting from a place other than venue of the Meeting) as well as e-voting during the Meeting will be provided by NSDL. The equity shareholders opting to cast their votes by remote e-voting or e-voting during the Meeting are requested to read the instructions in the Notes below carefully.

ii. In accordance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has fixed Tuesday, February 16, 2021 as the cut-off date ("**Cut-off date**") to determine the eligibility to vote by remote e-voting or e-voting during the Meeting. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date, i.e. Tuesday, February 16, 2021, shall be entitled to avail the facility of remote e-voting or e-voting during the Meeting. Only those equity shareholders, who will be present at the Meeting through VC/ OAVM facility and have not cast their vote by remote e-voting prior to the Meeting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the Meeting.

iii. Any person, who acquires equity shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the Cut-off date, may obtain the login ID and password by sending an email request at evoting@nsdl.co.in.

iv. The voting period for remote e-voting shall commence on and from Saturday, February 20, 2021 at (9.00 a.m. IST) and ends on Monday, February 22, 2021 at (5.00 p.m. IST). The remote e-voting module shall be disabled by NSDL for remote e-voting thereafter. Once the vote on a Resolution is cast by an equity shareholder, the equity shareholder shall not be allowed to change it subsequently.

v. The voting rights of the equity shareholders shall be in proportion to their share in the paid-up share capital of the Company as on the Cut-off date i.e. Tuesday, February 16, 2021. Any person who is not a equity shareholder of the Company as on the said date should treat this Notice for information purposes only. In case of joint holders attending the Meeting, only such joint holder whose name appears higher in order of names in the Register of Members of the Company in respect of such joint holding will be entitled to vote.

vi. Each equity shareholder can opt for only one mode of voting i.e. (a) remote e-voting prior to Meeting or (b) vote through e-voting system during the Meeting through VC/ OAVM as arranged by NSDL on behalf of the Company. The equity shareholders who have cast their votes by remote e-voting prior to the Meeting will be eligible to participate at the Meeting but shall not be eligible to cast their vote during the Meeting.

vii. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till the resolution proposed in the Notice is considered and voted upon at the Meeting and can be used for voting only by the equity shareholders holding shares as on the Cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

8. INSTRUCTIONS FOR EQUITY SHAREHOLDERS FOR REMOTE E-VOTING:

The remote e-voting period begins on Saturday, February 20, 2021 at 9.00 a.m. (IST) and ends on Monday, February 22, 2021 at 5.00 p.m. (IST) and the remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Login to NSDL e-voting system at https://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

How to Login to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile.

2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders" section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

   a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c. How to retrieve your 'initial password'?

      i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      ii. In case you have not registered your email address with the Company/ Depository Participant(s), please follow instructions mentioned below in this Notice.

6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

   a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

   d. **You can also use the OTP (One-Time Password) based login for casting the votes on the e-Voting system of NSDL.**

7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company, which is 115549.
4. Now you are ready for e-voting as the voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

9. GENERAL GUIDELINES FOR EQUITY SHAREHOLDERS

(i) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID: icicilombard.scrutinizer@gmail.com with a copy to evoting@nsdl.co.in and to the Company at investors@icicilombard.com.

(ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on https://www.evoting.nsdl.com to reset the password.

(iii) In case of any queries relating to e-voting you may refer to the FAQs for Members and e-voting user manual for Members available at the download section of https://www.evoting.nsdl.com or call on toll free no.: 1800-1020-990/ 1800-22-44-30 or send a request at evoting@nsdl.co.in.

(iv) In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in or pallavid@nsdl.co.in, Tel: 91-22-2499-4545/ 1800-1020-990/ 1800-22-44-30

10. Process for those equity shareholders, whose email IDs are not registered / updated with the Company / DPs), please follow the following steps for procuring user id and password and registration of email IDs:

i. Registration of email IDs with the Company:

a. To facilitate equity shareholders to receive this Notice electronically and cast their vote electronically, the Company has made special arrangements for registration of email IDs of the equity shareholders. Eligible equity shareholders who have not submitted their email IDs to the Company or DPs are required to provide their email IDs to the Company, on or before 5:00 p.m. (IST) on Tuesday, February 16, 2021.

b. The process for registration of email IDs with the Company for receiving Notice of the Meeting along with login ID and password for e-voting is as under:

1. Visit the link: https://www.icicilombard.com/investor-relations/shareholderform
2. Enter the DP ID-Client ID (for equity shares held in demat form)/ Folio

Number (for equity shares held in physical form) and details of your PAN.

3. Enter your email ID and mobile number.
4. Confirm the details and click on submit button.

c. After successful submission of the email ID, NSDL will email a copy of this Notice along with the e-voting User ID and Password.

In case of any queries, equity shareholders may write to investors@icicilombard.com or evoting@nsdl.co.in.

ii. **Registration of e-mail IDs permanently with Company/RTA/DPs:** The equity shareholders are requested to register their email IDs with their concerned DPs, in case shares are held in demat mode and with Company, in respect of shares held in physical mode, by writing to them at investors@icicilombard.com. Further, those equity shareholders who have already registered their email IDs are requested to keep their email IDs validated/updated with their DPs / Company to enable servicing of notices / documents and other communications electronically to their email ID in future.

iii. Alternatively, equity shareholders may also send an email request to evoting@nsdl.co.in or investors@ icicilombard.com along with the following documents for procuring user id and password and registration of e-mail addresses for e-voting for the resolution set out in this Notice:

- In case shares are held in physical form, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar card.
- In case shares are held in demat form, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar card.

11. INSTRUCTIONS FOR E-VOTING DURING THE MEETING

(i) The procedure for remote e-voting during the Meeting is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/ OAVM.

(ii) The e-voting window shall be activated upon instructions of the Chairperson of the Meeting during the Meeting.

(iii) E-voting during the Meeting is integrated with the VC platform and no separate login is required for the same. The equity shareholders shall be guided on the process during the Meeting.

(iv) Only those equity shareholders, who will be present in the Meeting through VC/OAVM facility and have not cast their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the Meeting.

(v) The equity shareholders who have cast their vote by remote e-voting prior to the Meeting will also be eligible to participate at the Meeting but shall not be entitled to cast their vote again.

12. INSTRUCTIONS FOR EQUITY SHAREHOLDERS FOR ATTENDING THE MEETING THROUGH VC /OAVM:

(i) The equity shareholders are being provided with a facility to attend the Meeting through VC/ OAVM through the NSDL e-voting system. Equity shareholders may access the same at www.evoting.nsdl.com under "shareholders/ members" login by using their remote e-voting credentials.

(ii) The link for VC/ OAVM will be available in "shareholders/ members" login where the EVEN of Company will be displayed.

(iii) The equity shareholders who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned hereinabove in

the Notice, to avoid last minute rush. Further, the equity shareholders can also use the OTP based login for logging into the e-voting system of NSDL.

(i) The equity shareholders are encouraged to join the Meeting through Laptops for better experience. Further, equity shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting. Equity shareholders will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

(ii) The equity shareholders are encouraged to submit their questions in advance from their registered email ID, mentioning their name, DP ID and Client ID/folio number and mobile number, to reach the Company's email ID at investors@icicilombard.com on or before 5.00 p.m. (IST) on Monday, February 22, 2021. The same will be replied by/on behalf of the Company suitably.

(iii) The equity shareholders of the Company, holding shares as on the Cut-off date i.e. Tuesday, February 16, 2021 and who would like to express their views or ask questions during the Meeting may pre-register themselves as speaker shareholder by sending request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investors@icicilombard.com between Saturday, February 20, 2021 (9:00 a.m. IST) to Monday, February 22, 2021 (5:00 p.m. IST). Only those equity shareholders who are registered as speaker shareholder will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the Meeting.

(iv) Equity shareholders who need assistance before or during the Meeting, can:

- send a request at evoting@nsdl.co.in or call on Toll free no.: 1800-1020-990/ 1800-22-44-30; or
- contact Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone number +91-22-2499 4360; or
- contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone number +91-22-2499-4545.

13. DECLARATION OF RESULTS ON THE RESOLUTION

(i) The Scrutinizer shall, immediately after and not later than 48 (forty eight) hours from conclusion of the Meeting, make a consolidated Scrutinizer's report of the total votes cast in favour and against the resolution and invalid votes, if any and submit the same to the Chairperson of the Meeting or a person authorized by Chairperson in writing who shall countersign the same.

(ii) The result of the voting shall be announced by the Chairperson of the Meeting or a person authorized by the Chairperson in writing not later than 48 (forty eight) hours from the conclusion of the Meeting upon receipt of the Scrutinizer's Report. The results declared, along with the Scrutinizer's Report, shall be displayed at the notice board of registered office of the Company and hosted on the Company's website at www.icicilombard.com and on the website of NSDL at www.evoting.nsdl.com immediately after the result is declared. The Company shall also immediately forward the results along with the Scrutinizer's Report to BSE Limited and National Stock Exchange of India Limited, the stock exchanges where the Company's equity shares are listed.

(iii) Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the Meeting i.e. on Tuesday, February 23, 2021.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH AT MUMBAI
COMPANY SCHEME APPLICATION NO. CA (CAA) 1152/MB/ 2020

In the matter of the Companies Act, 2013;

And

In the matter of Application under Sections 230 - 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

And

In the matter of Scheme of Arrangement amongst Bharti AXA General Insurance Company Limited ("**Applicant Company 1**" or "**Demerged Company**") and ICICI Lombard General Insurance Company Limited ("**Applicant Company 2**" or "**Company**" or "**Resulting Company**") and their respective shareholders and creditors

ICICI Lombard General Insurance Company Limited [CIN: L67200MH2000PLC129408], a company incorporated under the Companies Act, 1956 having its registered office at ICICI Lombard House, 414, Veer Savarkar Marg, Near Siddhivinayak Temple, Prabhadevi, Mumbai 400 025

… Applicant Company 2/ Company/ Resulting Company

EXPLANATORY STATEMENT UNDER SECTIONS 230(3), 232(1), 232(2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE NOTICE OF THE MEETING OF THE EQUITY SHAREHOLDERS OF ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED CONVENED AS PER THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

1. This is a statement accompanying the Notice convening the meeting of the equity shareholders of the Company ("**Meeting**"), pursuant to the order dated December 18, 2020 ("**Order**") passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Hon'ble Tribunal**" or "**NCLT**") in Company Scheme Application No. CA (CAA) 1152/MB/ 2020 referred to hereinabove, to be held on Tuesday, February 23, 2021 at 2:30 p.m. (IST) for the purpose of considering and, if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Arrangement amongst Bharti AXA General Insurance Company Limited ("**Applicant Company 1**" or "**Demerged Company**") and ICICI Lombard General Insurance Company Limited ("**Applicant Company 2**" or "**Company**" or "**Resulting Company**") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Sections 35 to 37 of the Insurance Act, 1938 ("**Scheme**").

2. A copy of the Scheme is enclosed herewith as **Annexure A**. The proposed Scheme is envisaged to be effective from the Appointed Date (i.e., April 1, 2020) but shall be made operative from the Effective Date (as defined in the Scheme). Capitalised terms not defined hereunder shall have the same meaning as ascribed to them under the Scheme.

3. The equity shareholders would be entitled to vote by remote e-voting prior to the Meeting or by e-voting during the Meeting. The quorum of the Meeting shall be 30 (thirty) equity shareholders present in person through VC/ OAVM.

4. The Hon'ble Tribunal has appointed Mrs. Lalita D. Gupte, Independent Director of the Company, failing her, Mr. Suresh Kumar, Independent Director of the Company, failing him, Mr. Ashvin Parekh, Independent Director of the Company, to be the Chairperson of the Meeting.

5. This explanatory statement is being furnished as required under Sections 230(3), 232(1), 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

6. In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority in number representing three-fourths in value of the equity shareholders of the Company, voting through remote e-voting prior to the Meeting or through e-voting during the Meeting (all taken together in aggregate), agree to the Scheme.

7. The Hon'ble Tribunal, by its Order, has held that if the entries in the records/registers of the Company in relation to the number or value, as the case may be, of the equity shares are disputed, the Chairperson of the Meeting shall determine the number or value, as the case maybe, for the purposes of the Meeting.

8. **Background of Company and Demerged Company**

8.1. The Company was incorporated on October 30, 2000 under the provisions of the Companies Act, 1956. The registered office of the Company is ICICI Lombard House, 414, Veer Savarkar Marg, Near Siddhivinayak Temple, Prabhadevi, Mumbai 400 025, Maharashtra, India. The PAN and CIN of the Company are AAACI7904G and L67200MH2000PLC129408, respectively. The email address is investors@icicilombard.com. During the last five years there has been no change in the name, object clause or registered office of the Company.

8.2. The authorised, issued, subscribed and paid-up share capital of the Company as on December 31, 2020 is as under:

Particulars	Amount in INR
Authorised share capital:	
47,50,00,000 equity shares of INR 10 each	4,75,00,00,000
Total	**4,75,00,00,000**
Issued, Subscribed and Paid-up share capital:*	
45,45,31,624 fully paid up equity shares of INR 10 each	4,54,53,16,240
Total	**4,54,53,16,240**

**As of December 31, 2020, there are 7,068,260 unexercised employee stock options (net of lapse/forfeiture) of the employees of the Company.*

8.3. The Post Scheme (expected) authorised, issued, subscribed and paid-up share capital of the Company is as under:

Particulars	Amount in INR
Authorised share capital:	
55,00,00,000 equity shares of INR 10 each	550,00,00,000
Total	**550,00,00,000**
Issued, Subscribed and Paid-up share capital:	
49,02,87,818 fully paid up equity shares of INR 10 each*	4,902,878,180
Total	**4,902,878,180**

**The aforesaid Issued, Subscribed and Paid-up Capital is subject to change on account of exercise of employees stock options.*

8.4. As on date, there has been no material change in the above mentioned capital structure of the Company. The equity shares of the Company are listed on BSE Limited ("**BSE**") and on the National Stock Exchange of India Limited ("**NSE**"). The Company has issued and allotted 4,850 (Four Thousand Eight Hundred and Fifty) unsecured, subordinated, fully paid-up, listed, redeemable and non-convertible debentures ("**IL NCDs**") of face value of INR 10,00,000 (Indian Rupees Ten Lakhs each) amounting to INR 4,85,00,00,000 (Indian Rupees Four Hundred and Eighty Five Crores only). The IL NCDs are listed on the debt segment of BSE and NSE.

8.5. The Company is a public listed company registered as a general insurance company with the Insurance Regulatory and Development Authority of India ("**IRDAI**") and is engaged in providing non-life insurance products to its customers.

8.6. The details of Directors of the Company as on the date of this notice along with their addresses are mentioned herein below:

Name of Director	Designation	Address
Lalita D. Gupte	Chairperson, Non-executive, Independent Director	Mhaskar Building, 153-C, Matunga, Sir Bhalchandra Road, Mumbai 400 019, Maharashtra
Ved Prakash Chaturvedi	Non-executive, Independent Director	D/3301-2, Ashok Towers, Dr. Babasaheb Ambedkar Road, Parel, Mumbai – 400 012, Maharashtra
Uday Chitale	Non-executive, Independent Director	1204, 12th Floor, Navdurga CHS Ltd, Govandi Station Rd, Deonar, Mumbai 400 088, Maharashtra
Suresh Kumar	Non-executive, Independent Director	Apartment 813, B62 Building, Riggat Al Buteen Road, Deira, Dubai, United Arab Emirates, P.O. Box 114903
Ashvin Parekh	Non-executive, Independent Director	501, 5th Floor, Raheja Princess, 845-848, S. K. Bole Road, Prabhadevi, Mumbai – 400 028, Maharashtra
Murali Sivaraman	Non-executive, Independent Director	24th, Tytan, A B Dubhash Marg, Napean Sea Road, Malabar Hill, Mumbai-400 006, Maharashtra
Vishakha Mulye	Non-executive, Non-Independent Director	A/303, Atria Akruti Niharika Complex, Prof. N. S. Phadke Marg, Opp Teli Gally, Andheri (East), Mumbai-400 069, Maharashtra
Sandeep Batra	Non-executive, Non-Independent Director	5th Floor, Vraj Building, 10th Road, JVPD, Juhu, Mumbai 400 049, Maharashtra
Bhargav Dasgupta	Managing Director & CEO	2601, 26th Floor, Marathon Nextgen Plot No.-ERA-3 Ganpatrao Kadam Marg, Lower Parel, Mumbai- 400 013, Maharashtra
Alok Kumar Agarwal	Executive Director-Wholesale	Tower 2B, Flat 604, Sumer Trinity Tower, New Prabhadevi, Mumbai- 400 025, Maharashtra
Sanjeev Mantri	Executive Director-Retail	Flat no. B 1602, Vivarea, Saat Rasta, Near Jacob Circle, Mahalaxmi, Mumbai- 400011, Maharashtra

8.7. Summary of main object as per the memorandum of association; and main business carried on by the Company:

(a) The main objects of the Company are set out in the Memorandum of Association of the Company. The main objects of the Company as set out in Clause III (A) of the Memorandum of Association of the Company are as follows:

"1. To carry on all kinds of general insurance business, and all kinds of guarantee and indemnity business, and in particular without prejudice to the generality of the foregoing words, to carry on all branches of fire, marine, aviation, accident, motor vehicle, employers liability, workmen's compensation, disease, sickness, survivorship, failure of issue, third party liability, burglary and robbery, theft, fidelity and transit insurance...."

(b) The main business activities carried on by the Company are as follows:

The Company offers comprehensive and well-diversified range of products and services through multiple distribution channels in the following lines of business:

(i) *Motor Insurance:* It includes private motor cars, two wheelers and commercial vehicles insuring the Own Damage and Third Party Liability insurance risks.

(ii) *Health & Personal Accident Insurance:* It includes Individual Health, Group Health, Travel Insurance and Personal Accident

(iii) *Marine Insurance:* It includes Marine Cargo.

(iv) *Property Insurance:* It includes Commercial, Industry, Residential and SME Property.

(v) *Fire Insurance:* It includes damage or loss to property because of fire, riot, strike, earthquake, storm, flood, and certain other natural catastrophes.

(vi) *Construction & Engineering Insurance:* It includes annual and long term policies.

(vii) *Liability Insurance:* It includes Commercial General Liability, Director's and Officer's Liability, Employees Compensation, Cyber Insurance, Crime Insurance and Professional Liability Insurance, Trade Credit Insurance.

(viii) *Others:* Other insurance refers to insurance products that are not covered by the categories mentioned above. Some of these products includes Rural Insurance, Crop/Weather Insurance, Home Insurance, Burglary Insurance, Money Insurance, Fidelity Insurance, Baggage Insurance, Office Package Insurance, Electronic equipment Insurance, Shopkeeper Insurance, Event Insurance, etc.

8.8. The details of the Promoter of Company as on December 31, 2020 is as follows:

Name of Promoter	Category	Address
ICICI Bank Limited	Promoter	ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara 390007, Gujarat, India

8.9. As on September 30, 2020 the amount due to the unsecured creditors (including unsecured debenture holders) of the Company is INR 23,024,241,487 (Indian Rupees Two Thousand Three Hundred Two Crores Forty Two Lakhs Forty One Thousand Four Hundred Eighty Seven only).

8.10. The Pre-Scheme and Post-Scheme shareholding pattern of the Company as on December 31, 2020 is as under:

Sr. No.	Category of Shareholder(s)	Pre-Scheme		Post-Scheme	
		Total No. of shares	% holding	Total No. of shares	% holding
(A)	**Promoters & Promoter Group**				
1	Indian	0	0.00	0	0.00
(a)	Individuals / Hindu Undivided Family	0	0.00	0	0.00
(b)	Central Government	0	0.00	0	0.00
(c)	State Governments(s)	0	0.00	0	0.00
(d)	Bodies Corporate	0	0.00	0	0.00
(e)	Financial Institutions / Banks	235,843,806	51.89	235,843,806	48.10
(f)	Any Other (Trust)	0	0.00	0	0.00
Sub-Total (A)(1)		**235,843,806**	**51.89**	**235,843,806**	**48.10**
2	Foreign	0	0.00	0	0.00
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0.00	0	0.00
(b)	Bodies Corporate	0	0.00	0	0.00
(c)	Financial Institutions / Banks	0	0.00	0	0.00
(d)	Foreign Portfolio Investor	0	0.00	0	0.00
(e)	Any Other (specify)	0	0.00	0	0.00
Sub-Total (A)(2)		**0**	**0.00**	**0**	**0.00**
Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)		**235,843,806**	**51.89**	**235,843,806**	**48.10**

Sr. No.	Category of Shareholder(s)	Pre-Scheme		Post-Scheme	
		Total No. of shares	% holding	Total No. of shares	% holding
(B)	**Public Shareholding**				
1	Institutions				
(a)	Mutual Funds	46,512,664	10.23	46,512,664	9.49
(b)	Financial Institutions / Banks	10,242	0.00	10,242	0.00
(c)	Central Government	0	0	0.00	0
(d)	State Governments(s)	0	0	0.00	0
(e)	Venture Capital Funds	0	0	0.00	0
(f)	Insurance Companies	0	0	0.00	0
(g)	Foreign Portfolio Investors	129,152,638	28.41	129,152,638	26.34
(h)	Foreign Venture Capital Investors				
(i)	Any Other (specify)				
	1. Alternate Investment Funds	5,698,484	1.25	5,698,484	1.16
	2. Qualified Institutional Buyer	4,677,660	1.03	4,677,660	0.95
Sub-Total (B) (1)		**186,051,688**	**40.93**	**186,051,688**	**37.95**
2	Non-Institutions				
(a)	**Bodies Corporate**				
1.	Indian	2,996,420	0.66	21,232,079	4.33
2.	Overseas	180	0.00	17,520,715	3.57
(b)	**Individuals -**				
1.	Individual shareholders holding nominal share capital up to INR 2 lakh	16,704,965	3.68	16,704,965	3.41
2.	Individual shareholders holding nominal share capital in excess of INR 2 lakh	6,813,610	1.50	6,813,610	1.39
(c)	**Any Other**				
1.	Trusts	2,101,906	0.46	2,101,906	0.43
2.	IEPF Account	0	0	0	0
3.	HUF	631,943	0.14	631,943	0.13
4.	Clearing Member/Clearing House	320,679	0.07	320,679	0.07
5.	NRI – Non Repatriation	951,884	0.21	951,884	0.19
6.	Non-Resident Indian	645,540	0.14	645,540	0.13
7.	NBFCs registered with RBI	192,095	0.04	192,095	0.04
8.	Foreign National	618	0.00	618	0.00
9.	Directors	1,276,290	0.28	1,276,290	0.26
(d)	Qualified Foreign Investor	0	0	0	0
Sub-total (B) (2)		**32,636,130**	**7.18**	**68,392,324**	**13.95**
Total Public Shareholding (B) = (B)(1)+(B)(2)		**218,687,818**	**48.11**	**254,444,012**	**51.90**
C	**Shares held by Custodians and against which Depository Receipts have been issued***				
GRAND TOTAL (A)+(B)+(C)		**454,531,624**	**100.00**	**490,287,818**	**100.00**

8.11. The Company and the Demerged Company are not related parties.

8.12. Effect of Scheme on Directors, Promoters, Key Managerial Personnel, Non-promoter members, Depositors, Creditors, Debenture holders, deposit and debenture trustees, employees of the Company:

(i) **Effect on the Directors and Key Managerial Personnel:** There is no effect on the Directors and Key Managerial Personnel of the Company. Mr. Uday Chitale, Independent Director of the Company is a partner of the statutory auditor firm of the Demerged Company. Other than him, none of the Directors, relatives of Directors or Key Managerial Personnel of the Company have any other interest in the Scheme financially or otherwise than as shareholders or as holders of any employee stock options, wherever applicable.

(ii) **Effect on the creditors:** There are no secured creditors of the Company. Under the Scheme, there is no arrangement with the unsecured creditors of the Company. No compromise is offered under the Scheme to any of the unsecured creditors of the Company. The liability of the unsecured creditors of the Company, under the Scheme, is neither being reduced nor being extinguished.

(iii) **Effect on the equity shareholders (promoter shareholders and non-promoter shareholders):** As far as the equity shareholders of the Company are concerned (promoter shareholders as well as non-promoter shareholders), the demerger under the Scheme will result in reduction of holding of promoter i.e. ICICI Bank Limited in Company's shares by approximately 3.79% and in turn will increase the public shareholding of the Company's shares to that extent.

(iv) **Effect on staff or employees:** Under the Scheme, no rights of the staff and employees of the Company are being affected. The services of the staff and employees of the Company shall continue on the same terms and conditions prior the proposed Scheme.

(v) **Effect on the Debenture holders and Debenture trustees:** The debenture trustee of the Company is not concerned or interested in the Scheme. The Company does not have any secured debenture holders. Under the Scheme there is no arrangement with the unsecured debenture holders of the Company. No compromise is offered under the Scheme to any of the unsecured debenture holders of the Company. The liability of the unsecured debenture holders of the Company, under the Scheme, is neither being reduced nor being extinguished.

(vi) **Effect on the deposit holders and deposit trustees:** As on date, the Company has no outstanding public deposits and therefore, the effect of the Scheme on any such public deposit holders or deposit trustees does not arise.

8.13. **Effect on the material interest of Directors, Key Managerial Personnel and Debenture Trustee of the Company:** There is no effect of the Scheme on the material interest of the Directors, Key Managerial Personnel and Debenture Trustee of the Company.

8.14. As on the date of this Notice, there are no investigations or proceedings pending against the Company under the provisions of Chapter XIV of the Companies Act, 2013.

8.15. A copy of the Scheme has been filed by the Company with the Registrar of Companies, Mumbai in Form No. GNL-1 on January 7, 2021.

8.16. The Demerged Company was incorporated on July 13, 2007 under the provisions of the Companies Act, 1956. The registered office of the Demerged Company was shifted from State of Karnataka to State of Maharashtra vide certificate dated December 2, 2020 issued by Registrar of Companies, Mumbai. The registered office of the Demerged Company is 1902, 19th Floor, Parinee Creseenzo, 'G' Block, Bandra Kurla Complex, BKC Road, Bandra East, Bandra Suburban, Mumbai 400 051. The PAN and CIN of the Demerged Company are AADCB2008D and U66030MH2007PLC351131, respectively. The email address of the Demerged Company is amit.raheja@bhartiaxa.com. During the last five years, there has been no change in the name, object clause of the Demerged Company. The Details of change in the registered office of the Demerged Company during the last 5 years is given below:

Registered Office Address	Effective Date of Change
1902, 19th Floor, Parinee Crescenzo, 'G' Block, Bandra Kurla Complex, BKC Road, Bandra East, Bandra Suburban, Near MCA Club, Mumbai 400 051	December 2, 2020
#43 1st Floor, Miller Road, Hosto centre, Opp. Imperial Hotel, Bangalore 560 046	September 1, 2018

8.17. The authorised, issued, subscribed and paid-up share capital of the Demerged Company as on December 31, 2020 is as under:

Particulars	Amount in INR
Authorised share capital:	
4,00,00,00,000 equity shares of INR 10 each	40,00,00,00,000
Total	**40,00,00,00,000**
Issued share capital	
2,06,64,45,322 fully paid up equity shares of INR 10 each	20,66,44,53,220
Total	**20,66,44,53,220**
Subscribed and paid-up share capital	
2,05,59,81,216 fully paid up equity shares of INR 10 each	20,55,98,12,160
Total	**20,55,98,12,160**

8.18. As on date, there has been no change in the authorized, issued, subscribed and paid up share capital of the Demerged Company. The equity shares of the Demerged Company are not listed on any stock exchange. The shareholders of Demerged Company are Bharti General Ventures Private Limited ("**Bharti**") and Société Beaujon ("**AXA**"), who hold 51% and 49% stake in Demerged Company, respectively. The 350 Non-Convertible Debentures of Demerged Company are listed in the debt segment on the National Stock Exchange of India Limited ("**NSE**").

8.19. The Demerged Company is a public limited company registered as a general insurance company with the IRDAI and is currently engaged in providing non-life insurance products to its customers.

8.20. The details of Directors of the Demerged Company as on the date of this notice along with their addresses are mentioned herein below:

Name of Director	Designation	Address
Rakesh Bharti Mittal	Chairman & Non-Executive Director	4, Pearl Lane, DLF Chattarpur Farms, Chattarpur, Delhi – 110074
Akhil Kumar Gupta	Non-Executive Director	H. No. - B - 27, Maharani Bagh, New Delhi 110065
Harjeet Kohli	Non-Executive Director	A-5/805, Sahara Grace, Sector - 28, M. G. Road, Gurgaon- 122001
Rajesh Sud	Non-Executive Director	E - 801, Central Park - 1 Sector 42, Sector Road Gurgaon – 122002
Jean Drouffe	Non-Executive Director	#11-04 Scotts Highpark 45 Scotts Road, Singapore
Marc Audrin	Non-Executive Director	C/ Juan Belmonte, 13B 28043 Madrid
Garance Wattez-Richard	Non-Executive Director	47 Boulevard Beaumarchais, Paris 75003, France
Bharat S Raut	Independent Director	Raut House, 8 Haldankar Bridge, Mumbai – 400007
Jitender Balakrishnan	Independent Director	208, Tower - 2, Casa Grande, Senapati Bapat Marg, Lower Parel, Mumbai- 400013
Uma Relan	Independent Director	910 A, Aralias, DLF Golf Links DLF Phase 5 Gurgaon - 122009
Sanjeev S.	Managing Director & CEO	B 1701, Avalon, Hiranandani Gardens, Powai, Mumbai – 400076

8.21. The details of Promoters of the Demerged Company as on December 31, 2020 along with their address are mentioned herein below:

Name of Promoter	Category	Address
Bharti General Ventures Private Limited (Formerly known as Bharti General Private Limited and GIBA Holdings Private Limited)	Promoter	Bharti Crescent, 1 Nelson Mandela Road Vasant Kunj, Phase-II New Delhi – 110070
Société Beaujon	Promoter	21 Avenue Matington, 75008 Paris, France

8.22. Summary of main object as per the memorandum of association; and main business carried on by the Demerged Company:

(i) The main objects of the Demerged Company are set out in the Memorandum of Association of the Demerged Company. The main objects of the Demerged Company as set out in Clause III (A) of the Memorandum of Association of the Demerged Company are as follows:

"1. To carry on all kinds of general insurance business, and all kinds of guarantee and indemnity business, and in particular without prejudice to the generality of the foregoing words, to carry on all branches of fire, marine, aviation, accident, motor vehicle loss of profit, employers liability, workmen's compensation, disease, sickness, survivorship, failure of issue, third party liability, burglary and robbery, theft, fidelity and transit insurance…"

(ii) The main business activities carried on by the Demerged Company are as follows:

General Insurance Business:

The Demerged Company offers its products and services in the following lines of business:

(a) *Motor Insurance:* It includes both Private and Commercial vehicles insuring the Own Damage and Third Party Liability insurance risks.

(b) *Health & Personal Accident Insurance:* It includes Individual Health, Group Health, Travel Insurance and Personal Accident.

(c) *Marine Insurance:* It consists of Marine Cargo.

(d) *Property Insurance:* It includes Commercial, Industry, Residential and SME Property.

(e) *Construction & Engineering Insurance:* It includes annual and long term policies.

(f) *Liability Insurance:* It includes Commercial General Liability, Director's and Officer's Liability, Employees Compensation, Cyber Insurance, Crime Insurance and Professional Liability Insurance.

(g) *Agriculture or Crop Insurance:* It includes both Kharif and Rabi Season crops.

8.23. As on September 30, 2020 the amount due to the unsecured creditors (including unsecured debenture holders) of the Demerged Company is INR 11,96,75,76,153 (Indian Rupees One Thousand One Hundred Ninety Six Crores Seventy Five Lakhs Seventy Six Thousand One Hundred Fifty Three).

8.24. The pre-Scheme shareholding pattern of the Demerged Company as on December 31, 2020 is as under:

Shareholders	**Number of Equity Shares of ₹ 10 each**	**Percentage (%)**
Bharti General Ventures Private Limited (Formerly known as Bharti General Private Limited and GIBA Holdings Private Limited)	1,04,85,50,416	51%
Société Beaujon	1,00,74,30,795	49%
Sanjeev Srinivasan *	1	0
Amit Raheja*	1	0
Saurav Jaiswal*	1	0
Milind Kolhe*	1	0
Rohit Krishan Puri*	1	0
Total	**2,05,59,81,216**	**100**

**Shares beneficially held on behalf of Bharti General Venture Private Limited.*

8.25. There is no change to the post Scheme capital structure of the Demerged Company.

8.26. As on the date of this Notice, there are no investigations or proceedings pending against the Demerged Company under the provisions of Chapter XIV of the Companies Act, 2013.

8.27. A copy of the Scheme has been filed by the Demerged Company with the Registrar of Companies, Mumbai in Form No. GNL-1 on January 9, 2021.

8.28. Effect of scheme on Directors, Promoters, Key Managerial Personnel, Non-promoter members, Depositors, Creditors, Debenture holders, deposit and debenture trustees, employees of the Demerged Company:

(i) **Effect on the Directors and Key Managerial Personnel:** There is no effect on the Directors of the Demerged Company. The Key Managerial Personnel

of the Demerged Company shall become employees of the Company. None of the Directors, relatives of Directors or Key Managerial Personnel of the Demerged Company have any interest in the Scheme financially or otherwise than as shareholders, as applicable.

(ii) **Effect on the creditors:** There are no secured creditors in the Demerged Company. Under the Scheme, there is no arrangement with the unsecured creditors of the Demerged Company. No compromise is offered under the Scheme to any of the unsecured creditors of the Demerged Company. The liability of the unsecured creditors of the Demerged Company, under the Scheme, is neither being reduced nor being extinguished. In terms of Clause 5.4.1 of Part C of the Scheme, upon the coming into effect of the Scheme, all Liabilities pertaining to the Demerged Undertaking, as on / up to the Appointed Date (or anytime thereafter) shall, without any further act or deed, stand transferred to and vested in and be deemed to have been transferred to and vested in the Company on the same terms and conditions as applicable to the Demerged Company, and shall become the debts, liabilities, loans, duties and obligations of the Company, which shall meet, discharge and satisfy the same to the exclusion of the Demerged Company.

(iii) **Effect on the equity shareholders (promoter shareholders and non-promoter shareholders):** As far as the equity shareholders of the Demerged Company are concerned (promoter shareholders as well as non-promoter shareholders), the demerger under the Scheme will not impact their shareholding in the Demerged Company. As a consideration for the demerger, Bharti and AXA shall be issued and allotted 3,57,56,194 equity shares of the Company of INR 10 each fully paid up, as appropriately adjusted only for any stock split, consolidation of shares, bonus share issuances, or issuance of any employee stock options (save and except the Permitted ESOPs) undertaken during the Implementation Period, in the following proportion (being the proportion of their shareholding as on the date on which the Scheme is approved by the Boards of the Demerged Company and the Company), ignoring any fractional entitlements, pursuant to and as contemplated in this Scheme: Bharti 1,82,35,659 equity shares and AXA 1,75,20,535 equity shares. It is clarified that the five individual nominee shareholders of the Demerged Company will not receive any shares as a consideration under the Scheme.

(iv) **Effect on staff or employees:** Upon the Scheme becoming effective, the Transferring Employees (defined under the Scheme) shall be deemed to have become employees of the Company on terms and conditions not less favourable than those on which they are employed by the Demerged Company and without any interruption of, or break in, service as a result of the transfer of the Demerged Undertaking to the Company.

(v) **Effect on the Debenture holders and debenture trustees:** Upon the Scheme becoming effective, the Debenture trustees of the Demerged Company will cease to exist. As an integral part of the Scheme, the NCDs (as defined in the Scheme) will transfer to the Company and the Company will issue and allot corresponding non-convertible debentures to the holders of the NCDs in accordance with the Scheme (the non-convertible debentures to be issued by the Company being the **"Proposed NCDs"**). Upon such issuance and allotment, the NCDs so transferred shall stand extinguished and cancelled. It is clarified that the Proposed NCDs do not form part of the consideration for the demerger.

(vi) **Effect on the deposit holders and deposit trustees:** As on date, the Demerged Company has no outstanding public deposits and therefore, the effect of the Scheme on any such public deposit holders or deposit trustees does not arise.

8.29. **Effect on the material interest of Directors, Key Managerial Personnel and Debenture Trustee of the Demerged Company:** There is no effect of the Scheme on the material interest of the Directors and Key Managerial Personnel. Upon the Scheme becoming effective, the Debenture trustees of the Demerged Company will cease to exist.

9. Background and Rationale of the Scheme

9.1. The Company and the Demerged Company are both engaged in providing non-life insurance products to their respective customers.

9.2. This Scheme for the demerger and vesting of the Demerged Undertaking of the Demerged Company to the Company would inter-alia have the following benefits:

(i) Demerger is in the commercial interest of the Demerged Company and the Company, given as part of the demerger, the Demerged Company wants to retain, and the Company does not intend to acquire, the Residual Undertaking (as defined in the Scheme) which includes immoveable property owned by the Demerged Company, brands used by and/or licensed to the Demerged Company and the ICICI Bonds (as defined in the Scheme);

(ii) Demerger of the General Insurance Business (as defined in the Scheme) and consolidation with the Company will help expand the business of the Company in the growing Indian market thereby creating greater value for the shareholders/ stakeholders of both the Demerged Company and the Company;

(iii) Demerger of the General Insurance Business and consolidation with the Company would aid in future growth of premiums by leveraging on the distribution strength and capabilities;

(iv) The Scheme is beneficial for and in the interest of the policyholders as the demerger creates a more robust and financially strong Company that can offer a wider product suite, more access points and comprehensive services to customers post completion of the Scheme;

(v) The increased knowledge, experience and expertise is expected to improve business operations and thereby improve overall customer satisfaction;

(vi) Demerger of the General Insurance Business and consolidation with the Company is expected to create greater economies of scale thereby lowering the average costs and enhancing company profitability, which directly benefits shareholders and policyholders; and

(vii) Demerger of the General Insurance Business and consolidation with the Company is expected to bring in greater efficiency in funds management and unfettered access to cash flow generated by the business which can be deployed more efficiently to fund organic and inorganic growth opportunities.

The Scheme is in the best interests of the shareholders, employees and the creditors of each of the Company and the Demerged Company.

10. Salient Features of the Scheme

10.1. The material provisions of the proposed Scheme are detailed hereunder:

(a) Appointed Date under the Scheme means April 1, 2020.

(b) Effective Date under the Scheme means, subject to fulfilment of the conditions set out in paragraph 10.1 of the Scheme, the date as specified by IRDAI in its final approval for the Scheme in terms of the IRDAI Amalgamation Regulations.

(c) The Scheme shall be effective from the Appointed Date but shall be operative from the Effective Date.

(d) Upon the Scheme becoming effective and with effect from the Appointed Date, the Demerged Undertaking shall, in accordance with Section 2(19AA) of the IT Act and Sections 230 to 232 of the Act, along with Section 35 to 37 of the Insurance Act, read with the provisions of the IRDAI Amalgamation Regulations, without any further act or deed, stand transferred to and vested in or be deemed to be transferred to and vested in the Company as a going concern. It may be noted that as an integral part of the Scheme, Company shall issue and allot unsecured non-convertible debentures on substantially the same terms and conditions as the unsecured non-convertible debentures issued by the Demerged Company which will stand cancelled and extinguished upon such allotment. As more particularly provided in Clause 5.4.2 of the Scheme, where the unsecured non-convertible debentures of the Demerged Company are listed, the Company shall issue unsecured non- convertible debentures that would be listed. Further, where the unsecured non-convertible debentures of the Demerged Company are unlisted, the Company shall issue unsecured non-convertible debentures that would be unlisted. Such issuance and allotment is not consideration for the demerger contemplated under the Scheme. It is clarified that notwithstanding anything stated herein, the Demerged Company shall not transfer the Residual Undertaking (in whole or part) to the Company.

(e) Upon the Scheme becoming effective and in consideration of vesting of Demerged Undertaking of the Demerged Company in the Company in terms of the Scheme, the Company shall, without any further application, act or deed, issue and allot the Consideration Shares on the Allotment Date to the Promoters of the Demerged Company as per their proportionate shareholding on the Record Date. Record Date referred to hereinabove shall be the "Record Date" defined in clause 1.40 of the Scheme which states that "Record Date" means August 21, 2020, being the date on which the Scheme is approved by the Boards of the Demerged Company and Company. Consideration Shares has been defined in the Scheme as follows: 3,57,56,194 equity shares of Company of INR 10 each fully paid up, as appropriately adjusted only for any stock split, consolidation of shares, bonus share issuances, or issuance of any employee stock options (save and except the Permitted ESOPs) undertaken during the Implementation Period, to be issued to Bharti and AXA in the following proportion (being the proportion of their shareholding as on the date on which the Scheme is approved by the Boards of the Demerged Company and the Company), ignoring any fractional entitlements, pursuant to and as contemplated in this Scheme: Bharti 1,82,35,659 equity shares and AXA 1,75,20,535 equity shares. The aforementioned Consideration Shares is based on the share entitlement ratio provided in the Valuation Report 1 and Valuation Report 2.

(f) Upon the Scheme becoming effective, the Authorised Capital of the Company will be increased to INR 550,00,00,000 (Indian Rupees Five Hundred Fifty Crores only) divided into 55,00,00,000 (Fifty Five Crores) equity shares of INR 10/- (Indian Rupees Ten only) each from INR 475,00,00,000 (Indian Rupees Four Hundred Seventy Five Crores) divided into 47,50,00,000 (Forty Seven Crore and Fifty Lacs) equity shares of INR 10/- (Indian Rupees Ten Only) as an integral part of the Scheme.

(g) The Scheme is conditional upon and subject to satisfaction (or waiver in such manner

as may be mutually agreed between the Parties) of each of the following conditions ("**Conditions Precedent**"):

(i) CCI approving this Scheme and the other transactions contemplated in this Scheme;

(ii) Certified copy of the order of the NCLTs sanctioning the Scheme being filed with the ROC;

(iii) Satisfaction (or waiver in writing) of such other conditions precedent as mutually agreed between the Parties in writing; and

(iv) Final approval being granted by IRDAI in accordance with Regulation 8 of the IRDAI Amalgamation Regulations and satisfaction of the conditions, if any, as set out in the final approval provided by IRDAI and which needs to be satisfied on or prior to the Effective Date in accordance with the terms thereunder.

(h) Clause 16 of the Scheme provides for detailed steps to be taken by the Demerged Company, the Parties and Promoters to enable the Demerged Company to meet the minimum regulatory requirements of solvency required under Applicable Law.

Note: The features set out above being only the extract of the Scheme, the equity shareholders are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof. It is clarified that capitalised terms used in paragraph 8, 9 and 10 above and not defined herein shall have the meaning ascribed to them in the Scheme.

11. Valuation Report, Fairness Opinion and Approvals:

11.1. A valuation report dated August 21, 2020 (including the valuation annexures dated August 21, 2020) has been issued by MSKA & Associates, Chartered Accountants, (ICAI Firm Reg. No: 105047W), Independent Chartered Accountants, on the valuation of shares and the recommendation of the share entitlement ratio ("**Valuation Report 1**"). Copy of the Valuation Report 1 is enclosed herewith as **Annexure B**. The said valuer has considered the (i) Market Approach consisting of market price method ("MP Method"), comparable companies multiple method ("CCM Method"), and comparable transactions multiple method ("CTM Method"), (ii) Cost Approach consisting of Net Asset Value Method ("NAV Method"), and (iii) Income approach consisting of discounted cash flow method ("DCF Method"), for determining the relative value of the shares of the Company and the Demerged Company in order to arrive at the share entitlement ratio for determining the consideration to be paid for demerger under the Scheme. However, considering the nature of the transactions contemplated in the Scheme and Company being a listed entity, the valuer is of the opinion that in respect of the Company, the Cost Approach and Income Method is not to be considered, and have based their valuation on MP Method. Further, the valuer is of the opinion that in respect of the Demerged Company, the CCM Method and CTM Method has been considered to the exclusion of the other methods. The share entitlement ratio has been arrived at on the basis of a relative equity valuation of the businesses based on the methodologies explained in the said Valuation Report 1 and qualitative factors relevant to the businesses. The recommendation of the share entitlement ratio has been approved by the Boards of the Company and the Demerged Company.

11.2. A fairness opinion dated August 21, 2020 has been issued by Ernst and Young Merchant Banking Services LLP, a SEBI Registered Category I Merchant Banker, providing fairness opinion on the valuation of the shares and the share entitlement ratio as recommended in the Valuation Report 1 ("**Fairness Opinion**"). Copy of the Fairness Opinion is enclosed herewith as **Annexure D**.

11.3. A valuation report dated August 21, 2020 (including the valuation annexures dated August 21, 2020) has been issued by BDO Valuation Advisory LLP, a registered valuer, on the valuation of shares and the recommendation of share entitlement ratio ("**Valuation Report 2**"). Copy of the Valuation Report 2 is enclosed herewith as **Annexure C**. The said valuer has considered the (i) Market Approach consisting of MP Method, CCM Method, and CTM Method, (ii) Cost Approach consisting of summation method, and (iii) Income approach consisting of DCF Method, for determining the relative value of the shares of the Company and the Demerged Company in order to arrive at the share entitlement ratio for determining the consideration to be paid for demerger under the Scheme. However, considering the nature of the transactions contemplated in the Scheme and Company being a listed entity, the valuer is of the opinion that in respect of the Company, the Cost Approach and Income Method is not to be considered, and have based their valuation on MP Method. Further, the valuer is of the opinion that in respect of the Demerged Company, the CCM Method and CTM Method has been considered to the exclusion of the other methods. The share entitlement ratio has been arrived at on the basis of a relative equity valuation of the businesses based on the methodologies explained in the said Valuation Report 2 and qualitative factors relevant to the businesses. The recommendation of the share entitlement ratio has been approved by the Boards of the Company and the Demerged Company. The Consideration Shares (referred in paragraph 10.1(e) above is based on the share entitlement ratio recommended in Valuation Report 1 and Valuation Report 2. The share entitlement ratio is as follows: 2 equity share(s) of the face and paid up value of INR 10/- each of the Company for every 115 equity share(s) of the face and paid up value of INR 10/- each of the Demerged Company.

11.4. A certificate dated August 21, 2020 has been issued by PKF Sridhar & Santhanam LLP, Chartered Accountants (Firm Reg. No. 003990S/S200018) and Chaturvedi & Co, Chartered Accountants (Firm Reg. No. 302137E), joint statutory auditors of the Company stating that the accounting treatment specified in the Scheme is in compliance with the accounting standards prescribed under Section 133 of the Companies Act, 2013 ("**Accounting Treatment Certificate 1**").

11.5. A certificate dated August 21, 2020 has been issued by M. P. Chitale & Co., Chartered Accountants (Firm Registration No. 101851W) and Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), joint statutory auditors of the Demerged Company, stating that the accounting treatment specified in the Scheme is in compliance with the accounting standards prescribed under Section 133 of the Companies Act, 2013 ("**Accounting Treatment Certificate 2**").

11.6. The Audit Committee of the Company, at its meeting held on August 21, 2020, has reviewed and recommended the Scheme for consideration by the Board of Directors of the Company. The Board of Directors of the Company, at its Board Meeting held on August 21, 2020, has by resolution approved the Scheme, as detailed below:

Name of Director	Voted in favor / against / did not participate or vote
Lalita D. Gupte	Voted in favour
Ved Prakash Chaturvedi	Voted in favour
Uday Chitale	Did not participate
Suresh Kumar	Voted in favour
Ashvin Parekh	Voted in favour
Murali Sivaraman	Voted in favour
Vishakha Mulye	Voted in favour
Sandeep Batra	Voted in favour
Bhargav Dasgupta	Voted in favour
Alok Kumar Agarwal	Voted in favour
Sanjeev Mantri	Voted in favour

11.7. By the said resolution passed at the meeting of the Board of Directors of the Company held on August 21, 2020, the Board of Directors of the Company has authorised certain officers of the Company to form an Authorised Scheme Committee and the Authorised Scheme Committee has been severally authorized to inter alia make and agree to such modifications or alterations or amendments to the draft Scheme which do not amount to a material change to the substance of the Scheme. The Authorised Scheme Committee vide its circular resolution dated December 2, 2020 approved an amendment to the Scheme to incorporate the new Corporate Identity Number (CIN) and updated registered office address of the Demerged Company.

11.8. The Board Audit and Compliance Committee of the Demerged Company, at its meeting held on August 21, 2020, has reviewed and recommended the Scheme for consideration by the Board of Directors of the Demerged Company. The Board of Directors of the Demerged Company, at its Board Meeting held on August 21, 2020, has by resolution approved the Scheme, as detailed below:

Name of the Director	**Voted in favor / against / did not participate or vote**
Rakesh Bharti Mittal	Voted in favour
Akhil Kumar Gupta	Voted in favour
Harjeet Kohli	Voted in favour
Rajesh Sud	Voted in favour
Jean Drouffe	Voted in favour
Bharat S Raut	Voted in favour
Jitender Balakrishnan	Voted in favour
Uma Relan	Voted in favour
Sanjeev S.	Voted in favour
Garance Wattez-Richard	Leave of absence
Marc Audrin	Leave of absence

11.9. By the said resolution passed at the meeting of the Board of Directors of the Demerged Company held on August 21, 2020, the Board of Directors of the Demerged Company has authorised certain officers of the Company to inter alia accept and carry out any alterations, changes, deletions, amendments etc. to the Scheme as may be necessary. The said authorized signatories on December 2, 2020 approved the amendment to the Scheme to incorporate the new CIN and updated registered office address of the Demerged Company.

11.10. The Scheme is conditional and subject to necessary sanctions and approvals as set out in the Scheme.

11.11. In terms of the Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended from time to time, issued by the Securities and Exchange Board of India ("**SEBI Schemes Circular**"), the applicable information of the Demerged Company in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018 is enclosed herewith as **Annexures E**.

11.12. Copy of the Audited financial results of the Company for the period ended September 30, 2020 is enclosed herewith as **Annexure F**. Copy of Audited financial statements of the Demerged Company for the period ended September 30, 2020 is enclosed herewith as **Annexure G**.

11.13. In compliance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the Board of Directors of the Company in its meeting held on August 21, 2020 and the Board of Directors of the Demerged Company in its meeting held on August 21, 2020, have adopted a report explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoter and non-promoter shareholders. Copy of the reports adopted by the Board of Directors of the Company and the Demerged Company is enclosed herewith as **Annexure H** and **Annexure I** respectively.

11.14. The Company and Demerged Company have received the in-principle approval from IRDAI to the Scheme on November 27, 2020. Further, Competition Commission of India vide its letter dated November 2, 2020 read with its order dated December 11, 2020 issued to the Company and Demerged Company has approved the proposed Scheme.

11.15. The Scheme along with related documents was hosted on the website of the Company, BSE and NSE and was open for complaints / comments. The Company has not received any complaints on the Scheme. The complaint reports filed with BSE on October 9, 2020 and with NSE on October 14, 2020 respectively ("**Complaint Reports**") are enclosed herewith as **Annexure J**.

11.16. Pursuant to the SEBI Schemes Circular read with Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had applied to BSE and NSE for their "no adverse observation/no objection" to file the Scheme for sanction with NCLT. Both BSE and NSE by their respective letters dated November 2, 2020 and November 3, 2020 ("**Observation Letters**") have given their 'No adverse observation/ No-objection' letters to file the Scheme which are annexed as **Annexure K**. As per SEBI's comments communicated through the aforementioned observation letters, the Company is required to provide appropriate disclosure with respect to ongoing matters of ICICI Bank Limited and disclosure with respect to independent director of Demerged Company viz. Jitendra B., who is on the board of CG Power. Accordingly, a disclosure in this regard is provided at **Annexure L**.

11.17. The 350 Non-Convertible Debentures of the Demerged Company (more particularly defined as NCD 1 in the Scheme) are listed in the debt segment on the NSE and accordingly pursuant to Regulation 59(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Demerged Company is in receipt of consent letter from the debenture holders and debenture trustee of the Demerged Company. The Demerged Company has made an application to NSE seeking necessary approvals on September 24, 2020. NSE has directed the Demerged Company to file requisite approvals of IRDAI and NCLT, post which NSE will grant its approval.

11.18. The Registered Office of the Company and the Demerged Company is situated at Mumbai and accordingly the Company Scheme Application was filed by the Company and the Demerged Company jointly with the Hon'ble Tribunal, on December 3, 2020. Consequently, the Hon'ble Tribunal pursuant to its order dated December 18, 2020, has directed, inter alia, the convening of the shareholders meeting of both the Company and Demerged Company.

11.19. The Company and the Demerged Company will make a Petition under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 to the Hon'ble Tribunal for sanctioning of the Scheme.

11.20. The Scheme does not involve any capital or debt restructuring and therefore the requirement to disclose details of capital or debt restructuring is not applicable.

12. Copies of the following documents will be open for inspection to the equity shareholders of the Company at its registered office situated at ICICI Lombard House, 414, Veer Savarkar Marg, Near Siddhivinayak Temple, Prabhadevi, Mumbai 400 025 on all days except Saturday, Sunday and public holidays between 11:00 a.m. and 4:00 p.m. up to and including the date of the Meeting. Equity shareholders desiring inspection of these documents through electronic mode may send their request in writing to the Company at investors@icicilombard.com and the Company shall provide inspection through electronic mode to such equity shareholders.

12.1. Order of the Hon'ble Tribunal dated December 18, 2020 passed in Company Scheme Application No. CA (CAA) 1152/MB/2020 directing the Company to, inter alia, convene the Meeting of its equity shareholders.

12.2. Copy of the Company Scheme Application No. CA(CAA) 1152/MB/2020 along with exhibits.

12.3. Memorandum of Association and Articles of Association of the Company and the Demerged Company.

12.4. Audited annual financial statements of the Company and the Demerged Company for the financial year ended March 31, 2019 and March 31, 2020.

12.5. Contracts or agreements material to the Scheme.

12.6. Certificate dated August 21, 2020 issued by PKF Sridhar & Santhanam LLP, Chartered Accountants (Firm Reg. No. 003990S/S200018) and Chaturvedi & Co, Chartered Accountants (Firm Reg. No. 302137E), joint statutory auditors of the Company on the pricing of shares as required under Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

12.7. In-principle approval issued to the Company by the IRDAI dated November 27, 2020.

12.8. Approval issued by Competition Commission of India dated November 2, 2020 along with its order dated December 11, 2020

12.9. Scheme.

12.10. Pre and post scheme net-worth certificates for the Company and the Demerged Company.

12.11. Register of Directors' and Key Managerial Personnel and their shareholding of the Company.

12.12. Resolutions passed by the Board of Directors of the Company and the Demerged Company approving the Scheme.

12.13. Valuation Report 1, Valuation Report 2, Accounting Certificate 1, Accounting Certificate 2, Fairness Opinion, Complaint Reports and Observation Letters.

12.14. All other documents displayed on the Company's website at www.icicilombard.com in terms of the SEBI Schemes Circular.

Sd/-

Lalita D. Gupte
Chairperson appointed for the Meeting

Date: January 14, 2021
Place: Mumbai

Annexure A

SCHEME OF ARRANGEMENT

(UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND SECTIONS 35 TO 37 OF THE INSURANCE ACT, 1938)

AMONGST

BHARTI AXA GENERAL INSURANCE COMPANY LIMITED
(BHARTI AXA OR DEMERGED COMPANY)

AND

ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED
(ICICI LOMBARD OR RESULTING COMPANY)

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

PART A – GENERAL

I. PREAMBLE AND OVERVIEW OF THE SCHEME

(a) This scheme of arrangement ("**Scheme**", as more particularly defined below) is presented under Sections 230 to 232 and other applicable provisions of the Act (as defined below) and Sections 35 to 37 and other applicable provisions of the Insurance Act (as defined below) read with Section 2(19AA) and other applicable provisions of the IT Act (as defined below), between Bharti AXA General Insurance Company Limited ("**Bharti AXA**" or the "**Demerged Company**") and ICICI Lombard General Insurance Company Limited ("**ICICI Lombard**" or the "**Resulting Company**") and their respective shareholders and creditors.

(b) This Scheme provides for the following:

(i) the transfer by way of a demerger of the Demerged Undertaking (as defined below) of the Demerged Company to the Resulting Company on a going concern basis, and the consequent issue of Consideration Shares (as defined below) by the Resulting Company to the shareholders of the Demerged Company in accordance with Clause 6 below; and

(ii) various other matters consequential or otherwise integrally connected therewith.

II. INTRODUCTION

(a) Bharti AXA is a public limited company incorporated on July 13, 2007 under the provisions of the Companies Act, 1956 with Corporate Identification Number U66030MH2007PLC351131. Its registered office is situated at 1902, 19th Floor, Parinee Creseenzo, 'G' Block, Bandra Kurla Complex, BKC Road, Bandra East, Mumbai, Bandra Suburban, Maharashtra 400051, India. Bharti AXA is registered as a general insurance company with the Insurance Regulatory and Development Authority of India ("**IRDAI**") and is engaged in providing non-life insurance products to its customers. The shareholders of Bharti AXA are Bharti General Ventures Private Limited ("Bharti") and Société Beaujon ("**AXA**"), who hold 51% and 49% stake in Bharti AXA, respectively.

(b) ICICI Lombard is a public listed company incorporated on October 30, 2000 under the provisions of the Companies Act, 1956 with Corporate Identification Number L67200MH2000PLC129408. Its registered office is situated at ICICI Lombard House, 414, Veer Savarkar Marg, Near Siddhivinayak Temple, Prabhadevi, Mumbai, Maharashtra 400025, India. ICICI Lombard is registered as a general insurance company with IRDAI and is engaged in providing non-life insurance products to its customers. Equity shares of ICICI Lombard are listed on the BSE Limited and the National Stock Exchange of India Limited.

III. RATIONALE AND BENEFITS OF THIS SCHEME

This Scheme for the demerger and vesting of the Demerged Undertaking (as defined hereinafter) of Bharti AXA to ICICI Lombard, results in the following benefits:

(a) Demerger is in the commercial interest of the Demerged Company and the Resulting Company, given as part of the demerger, the Demerged Company wants to retain, and the Resulting Company does not intend to acquire, the Residual Undertaking (*as defined hereinafter*) which includes immoveable property owned by the Demerged Company, brands used by and/ or licensed to the Demerged Company and the ICICI Bonds (*as defined hereinafter*);

(b) Demerger of the General Insurance Business and consolidation with the Resulting Company will help expand the business of the Resulting Company in the growing Indian market thereby creating greater value for the shareholders/ stakeholders of both the Demerged Company and the Resulting Company;

(c) Demerger of the General Insurance Business and consolidation with the Resulting Company would aid in future growth of premiums by

leveraging on the distribution strength and capabilities;

(d) The Scheme is beneficial for and in the interest of the policyholders as the demerger creates a more robust and financially strong Resulting Company that can offer a wider product suite, more access points and comprehensive services to customers post completion of the Scheme;

(e) The increased knowledge, experience and expertise is expected to improve business operations and thereby improve overall customer satisfaction;

(f) Demerger of the General Insurance Business and consolidation with the Resulting Company is expected to create greater economies of scale thereby lowering the average costs and enhancing company profitability, which directly benefits shareholders and policyholders; and

(g) Demerger of the General Insurance Business and consolidation with the Resulting Company is expected to bring in greater efficiency in funds management and unfettered access to cash flow generated by the business which can be deployed more efficiently to fund organic and inorganic growth opportunities.

The Scheme is in the best interests of the shareholders, employees and the creditors of each of the Parties.

IV. PARTS OF THE SCHEME

The Scheme is divided into following parts:

(a) **Part A** deals with the General part including the background of the Parties and the rationale and benefits of the Scheme;

(b) **Part B** deals with the Definitions, Interpretation and Share Capital;

(c) **Part C** deals with demerger of the Demerged Undertaking as a going concern into the Resulting Company, in compliance with Section 2(19AA) of the IT Act; and

(d) **Part D** deals with the General Terms and Conditions applicable to the Scheme.

PART B - DEFINITIONS, INTERPRETATION AND SHARE CAPITAL

1. DEFINITIONS

In this Scheme, unless the context or meaning otherwise requires (i) terms defined in Part A above shall have the same meanings throughout this Scheme; and (ii) the following words and expressions, wherever used (including in Part A above), shall have the following meaning:

1.1. "**Act**" means the Companies Act, 2013 and the rules framed under such a statute and includes any alterations, modifications and amendments made to such a statute or any re-enactment of such a statute;

1.2. "**Allotment Date**" means a date agreed in writing between the Parties for allotment of Consideration Shares upon effectiveness of the Scheme;

1.3. "**Applicable Law**" means (a) all applicable statutes, enactments, acts of legislature or parliament, laws, ordinances, rules, bye-laws, regulations, Tax laws, listing agreements, notifications, guidelines or policies of any applicable country and/ or jurisdiction including such rules and regulations issued by IRDAI, RBI, CCI, SEBI and any other Governmental Authority; (b) administrative interpretation, writ, injunction, directions, directives, judgment, arbitral award, decree, orders or approvals of, or agreements with, any Governmental Authority or recognized stock exchange; and (c) international treaties, conventions and protocols, as may be in force from time to time;

1.4. "**Appointed Date**" means April 1, 2020;

1.5. "**Board**" in regard to a company or a body corporate, means the board of directors of such a company or body corporate as constituted from time to time and, unless repugnant to the subject, context or meaning thereof, includes every committee (including any committee of directors) or any Person authorised by the

board of directors of such a company or body corporate or by any such committee;

1.6. "**CCI**" means the Competition Commission of India;

1.7. "**Consideration Shares**" means 3,57,56,194 equity shares of Resulting Company of INR 10 each fully paid up, as appropriately adjusted only for any stock split, consolidation of shares, bonus share issuances, or issuance of any employee stock options (save and except the Permitted ESOPs) undertaken during the Implementation Period, to be issued to Bharti and AXA in the following proportion (being the proportion of their shareholding as on the date on which the Scheme is approved by the Boards of the Demerged Company and the Resulting Company), ignoring any fractional entitlements, pursuant to and as contemplated in this Scheme: Bharti 1,82,35,659 equity shares and AXA 1,75,20,535 equity shares;

1.8. "**Demerged Company**" has the meaning set out in Preamble I (a);

1.9. "**Demerged Undertaking**" means the entire General Insurance Business of the Demerged Company as a going concern as on the Appointed Date, including, without limitation all undertakings, activities, operations, assets, investments, rights, approvals, licenses and powers, leasehold rights and all its debts, outstandings, liabilities, duties, obligations and employees, in each case pertaining to the Demerged Company but excluding at all times the Residual Undertaking. Without prejudice to the generality of the foregoing, the Demerged Undertaking shall include, without being limited to, the following:

(a) all property of the General Insurance Business including all assets wherever situated, whether movable or immovable, present or future, leasehold or freehold, owned or leased, properties of every kind, nature, character and description whether tangible, intangible, including, without limitation, technical and business know how, computers and accessories, software and related data, offices, vehicles, electricals, electrical fittings, furniture, fixtures, appliances, accessories, power lines, office equipment, computers, communication facilities, installations, tools, vehicles, and merchandise (including, supplies, advertisement and promotional material), wherever lying, actionable claims, current assets, earnest monies and sundry debtors, financial assets, investment outstanding loans and advances recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Government, semi-Government, local and other authorities and bodies, banks, customers and other Persons, insurances, the benefits of any bank guarantees, performance guarantees and letters of credit, and tax related assets, including but not limited to service tax input credits, GST credits or set-offs, and tax deducted at source if any, that pertain to the General Insurance Business;

(b) all deposits and balances with Governmental Authorities, customers and other Persons, advance monies, earnest monies, payment against warrants or other entitlements, premium or policy payment received and, or, security deposits (including interest) paid or received, earnest monies or other entitlements directly or indirectly, in connection with the General Insurance Business;

(c) investments of all kinds (including shares and securities whether in dematerialised or physical form, scrips, stocks, bonds, debenture stock, mutual fund units, pass through certificates or security receipts) government securities, reverse repo, exchange traded funds, fixed deposits, corporate bonds, additional tier 1 (AT1) bonds issued by banks, including all

investments made out of policyholders' funds or shareholders' funds, policyholders' unclaimed funds, amounts receivable from reinsurers, outstanding premium, amounts receivable from counterparties to the derivative contracts and receivables from any parties under any agreements in force, all cash balances with the other banks, money at call and short notice, loans, advances, contingent rights or benefits, securitised assets, receivables, benefits of assets or properties or other interest held in trust, benefit of any security arrangements, authority, allotments, approvals, reversions, money market instruments including rated certificates of deposits and commercial papers, repos, reverse repo, treasury bills, call, notice, term money, buildings, structures and offices held for the benefit of, or enjoyed by, or to which, the Demerged Company may be entitled to and the depository participant accounts pertaining to the General Insurance Business;

(d) all permits, licenses, permissions, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, liberties, bid acceptances, tenders, registrations of website with IRDAI as an insurance self-networking platform, and advantages including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that pertain to the General Insurance Business other than the IRDAI Registration;

(e) all contracts, indenture, agreement, legally binding arrangement, insurance contracts obtained, insurance policies obtained, agreements, purchase orders/service orders, distribution agreement, agreements with insurance brokers, contracts with reinsurance providers, corporate agency agreements, web aggregator agreements, agreements with third party administrators, agreements with or in relation to hospitals/ clinics/healthcare providers, agreements with motor service providers, agreements for roadside assistance, agreements with surveyors, lawyers and claim investigators, technology license agreements, operation and maintenance contracts, forms, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, bids, tenders, expression of interest, letter of intent, hire and purchase arrangements, lease/license agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/ manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, insurance covers obtained and claims made thereon, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder pertaining to the General Insurance Business ("**Transferring Contracts**");

(f) all Insurance Policies;

(g) all the credits for taxes such as sales tax, value added tax, service tax, CENVAT, GST and other indirect taxes, advance tax, tax credits (including but not limited to minimum alternate tax credit, pre-deposits made in indirect taxes), deferred tax benefits, tax deduction at source, accumulated losses and unabsorbed depreciation as per books if any as well as per the IT Act, enjoyed by the Demerged Company pertaining to the General Insurance Business;

(h) all exemption, benefits, allowance, rebates, etc. under IT Act (including right to admissibility of claim under Sections 40(a), 43B of the IT Act or such provisions becoming admissible in the period after the

Appointed Date on discharging liabilities pertaining to General Insurance Business or reserve for unexpired risks or additional reserve which is not allowed as a deduction to Demerged Company, the same manner and to the same extent as the Demerged Company would have been entitled to deduction but for the demerger);

(i) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form that pertain to the General Insurance Business;

(j) all Liabilities;

(k) all employees, probationers, permanent employees, temporary employees, trainees and other persons employed by the Demerged Company on its payrolls, engaged in connection with the General Insurance Business as on the Effective Date, other than those agreed between the Demerged Company and Resulting Company in writing ("**Transferring Employees**");

(l) all reserves by whatever name called pertaining to the General Insurance Business; and

(m) all legal or other proceedings, claims, notices, demands and obligations of whatsoever nature and whether known or unknown, contingent or otherwise, present or future relating to the General Insurance Business, excluding those related to the Residual Undertaking ("**Transferring Litigations**").

Any question that may arise as to whether a specific asset or liability or any other property or employee pertains or does not pertain to the General Insurance Business of the Demerged Company or whether it arises out of the activities or operations of the General Insurance Business shall be decided by mutual agreement between the Board of the Demerged Company and the Resulting Company.

1.10. "**Effective Date**" has the meaning assigned to such term in Clause 10.2 hereof; any references in this Scheme to "coming into effect of this Scheme" or "pursuant to effectiveness of the Scheme" or "Scheme becoming effective" means and refers to the Effective Date;

1.11. "**EPFO"** means Employees' Provident Fund Organisation;

1.12. "**GAAP**" means generally accepted accounting principles;

1.13. "**General Insurance Business**" means the business of the Demerged Company of providing non-life insurance products and related services pursuant to registration number 0139 issued by the IRDAI on June 27, 2008 ("**IRDAI Registration**");

1.14. "**Governmental Authority**" means any national, state, provincial, local or similar governmental, statutory, regulatory, administrative authority, Tax authority, agency, commission, departmental or public body or authority, board, branch, tribunal or court or other entity authorized to make laws, rules, regulations, standards, requirements, procedures or to pass directions or orders, in each case having the force of law, or any non-governmental regulatory or administrative authority, body or other organization to the extent that the rules, regulations and standards, requirements, procedures or orders of such authority, body or other organization have the

force of law, or any stock exchange in India or any other country including the ROC, Regional Director, IRDAI, CCI, RBI, Department of Economic Affairs, SEBI, Stock Exchanges, NCLT, and such other sectoral regulators or authorities as may be applicable;

1.15. "**ICICI Bonds**" means collectively the following non convertible debentures held by the Demerged Company: (i) non convertible debentures bearing ISIN number INE090A08TZ5 issued by ICICI Bank Ltd. for an amount of INR 35,00,00,000 at 8.55 % coupon, (ii) non convertible debentures bearing ISIN number INE090A08TW2 issued by ICICI Bank Ltd. for an amount of INR 20,00,00,000 at 9.20 % coupon, and (iii) non convertible debentures bearing ISIN number INE090A08UC2 issued by ICICI Bank Ltd. for an amount of INR 25,00,00,000 at 9.90 % coupon;

1.16. "**Implementation Period**" means the period between the date on which the Scheme is approved by the Boards of the Demerged Company and the Resulting Company, and the Allotment Date;

1.17. "I**ndian Investor**" has the meaning ascribed to it in Clause 16.5;

1.18. "**Indian Rupees**" or "**INR**" means Indian Rupees, the lawful currency of the Republic of India;

1.19. "**Insurance Act**" means Insurance Act, 1938, the rules and regulations made thereunder and shall include any statutory modification or re-enactment thereof for the time being in force;

1.20. "**Insurance Policies**" means the insurance policies including co-insurance and reinsurance accepted and pool arrangements issued, granted, endorsed by the Demerged Company to its customers and/or policy holders including but not limited to motor insurance, health and personal accident insurance, marine insurance for cargos, property insurance, construction and engineering insurance, liability insurance, agriculture or crop insurance;

1.21. "**Insurance Laws**" means the Insurance Act, 1938, Insurance Regulatory and Development Authority Act, 1999 and the rules, regulations, guidelines, notifications, circulars and orders prescribed thereunder by the IRDAI which are applicable to a company carrying on general insurance business in India, in each case as amended from time to time;

1.22. "**Interim Funding Amount**" has the meaning ascribed to it in Clause 16.5;

1.23. "**Interim Funding Compensation**" has the meaning ascribed to it in Clause 16.5;

1.24. "**Interim Funding Resolution Period**" has the meaning ascribed to it in Clause 16.7;

1.25. "**IRDAI Amalgamation Regulations**" means the Insurance Regulatory and Development Authority (Scheme of Amalgamation and Transfer of General Insurance Business) Regulations, 2011, as amended from time to time;

1.26. "**IRDAI Regulations**" means collectively, Sections 6A, 35 to 37 and other applicable provisions of the Insurance Act, 1938, IRDAI Amalgamation Regulations, IRDAI (Transfer of Equity Shares of Insurance Companies) Regulations, 2015, IRDAI (Listed Indian Insurance Companies) Guidelines, 2016, IRDAI (Other Forms of Capital) Regulations, 2015, as amended from time to time;

1.27. "**Issue Price**" means price at which the Consideration Shares are to be issued, calculated in accordance with Applicable Laws and presented in the meeting of the Board of the Resulting Company for approving the draft Scheme;

1.28. "**IT Act**" means the Income-tax Act, 1961 and the rules, regulations, guidelines, notifications, circulars and orders prescribed thereunder, in each case as amended from time to time;

1.29. "**Liabilities**" means all debts, liabilities, duties, obligations, of the Demerged Company, of

any kind, nature or description, including, whether known or unknown, contingent or otherwise, present or future, secured or unsecured, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or unaccrued, whenever or however arising, other than the debts, liabilities, obligations comprising the Residual Undertaking, in each case identified after due consideration of the applicable provisions of Section 2(19AA) of the IT Act, and the term Liabilities shall include, without limitation:

(a) liabilities in connection with or pertaining or relatable to the General Insurance Business of every kind, nature and description, whether known or unknown, contingent or otherwise, present or future; and

(b) the specific loans or borrowings (including debentures, if any, raised, incurred and utilized solely for the activities or operations) of the General Insurance Business.

1.30. "**NCD 1**" means 350 rated, listed, unsecured, subordinated, fully paid-up, redeemable and non-convertible debentures, each having a face value of INR 1,000,000 (Rupees One Million only) issued by Demerged Company aggregating to INR 350,000,000 (Rupees Three Hundred Fifty Million only), on a private placement basis and listed in the debt segment on National Stock Exchange of India Ltd.;

1.31. "**NCD 2**" means 2200 rated, unlisted, unsecured, subordinated, fully paid-up, redeemable and non-convertible debentures, each having a face value of INR 1,000,000 (Rupees One Million only) issued by Demerged Company, aggregating to INR 2200,000,000 (Rupees Two Thousand Two Hundred Million only), on a private placement basis;

1.32. "**NCDs**" means NCD 1, NCD 2 and any other non convertible debentures issued by Demerged Company prior to the Effective Date;

1.33. "**NCLT**" means the National Company Law Tribunal having jurisdiction over the Demerged Company and Resulting Company as the case may be, as constituted and authorized as per the provisions of the Act for approving any scheme of arrangement, compromise or reconstruction of companies under Sections 230 to 232 of the Act and shall include, if applicable, such other forum or authority as may be vested with the powers of a tribunal for the purposes of Sections 230 to 232 of the Act as may be applicable;

1.34. "**Onerous Condition**" would mean a condition or restriction imposed which either (i) requires or contemplates a material change to the structure of the Scheme; or (ii) a condition that would, in the reasonable opinion of the Demerged Company or Resulting Company, as the case may be, make it commercially unviable to consummate the Scheme;

1.35. "**Parties**" mean Demerged Company, and Resulting Company, collectively;

1.36. "**Permitted ESOP**" means any employee stock options issued or that may be issued under the ICICI Lombard Employee Stock Option Scheme – 2005, including 7,153,020 unexercised employee stock options as of June 30, 2020;

1.37. "**Person**" means and includes any natural person, limited or unlimited liability company, corporation, limited or unlimited liability partnership firm, proprietorship firm, Hindu undivided family, trust, union, association or Governmental Authority or any other entity that may be treated as a person under Applicable Laws;

1.38. "**Promoters**" means collectively Bharti and AXA;

1.39. "**RBI**" means the Reserve Bank of India;

1.40. "**Record Date**" means August 21, 2020, being the date on which the Scheme is approved by the Boards of the Demerged Company and Resulting Company;

1.41. "**Residual Undertaking**" means exhaustively:

(a) the office premises located at 'Unit No.1901 & 1904, 19th floor, Parinee Crescenzo, Plot No C 38 & C-39, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 053' which is owned by the Demerged Company, along with all underlying lease/ licence agreements;

(b) ICICI Bonds;

(c) all brands, trademarks, logos, and other intellectual property containing either or both of the words "Bharti" and "Axa" or any derivatives thereof, along with all right, privileges and entitlements to use such brands and all related assets and / or liabilities;

(d) intellectual property owned by Bharti and/ or AXA and licensed to, or being used by, the Demerged Company (including but not limited to the domain name of the Demerged Company);

(e) all employees, probationers, permanent employees, temporary employees, trainees and other persons employed by the Demerged Company on its payrolls, other than Transferring Employees; and

(f) any other assets and/or, liabilities which may arise in connection with the foregoing;

1.42. "**Resulting Company**" has the meaning set out in Preamble I (a);

1.43. "**ROC**" means the Registrar of Companies having jurisdiction over the Demerged Company or the Resulting Company, as the case may be;

1.44. "**Scheme**" or "**the Scheme**" or "**this Scheme**" means this scheme of arrangement in as modified from time to time, as per Clause 9 of the Scheme;

1.45. "**SEBI**" means the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992;

1.46. "**Stock Exchange**" means BSE Limited and/ or the National Stock Exchange of India Limited and "**Stock Exchanges**" shall mean both collectively; and

1.47. "**Taxes**" means any and all forms of taxation, imposts, duties, and levies, whether direct or indirect, deductible at source or otherwise, relating to income, book profits, services profession, wealth, entry, capital gains, municipal, state, federal, sales, value added, excise, import duties, service tax, goods and services taxes, withholding, employment, payroll, stamp duty, social security tax, entry tax, property tax, professional tax together with any cess, interest, penalties, surcharges or fines relating thereto and whether any amount in respect of any of them is recoverable from any other Person, whether imposed under Applicable Laws. It is clarified that the term "**Taxes**" shall include any interest, surcharges, cess, penalties or additional taxes payable in connection therewith; Correlative terms such as "tax" and "taxation" shall be construed in accordance with this definition.

2. INTERPRETATION

2.1.1. References to clauses and schedules, unless otherwise provided, are to clauses and schedules of and to this Scheme.

2.1.2. Unless the context otherwise requires, reference to any law or to any provision thereof shall include references to any such law or to any provision thereof as it may, after the date hereof, from time to time, be amended, supplemented or re-enacted, or to any law or any provision which replaces it, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

2.1.3. Any reference to "as agreed between the Parties" or "as agreed between the Board of the Demerged Company and the Resulting Company" is a reference to the mutual understanding of the Demerged Company and the Resulting Company, as reflected in any written document or form and for

the purposes of identification initialed and/ or signed (including electronically) by or on behalf of the Demerged Company and the Resulting Company.

2.1.4. The words "including", "include" or "includes" shall be interpreted in a manner as though the words "without limitation" immediately followed the same.

2.1.5. The words "other", "or otherwise" and "whatsoever" shall not be construed ejusdem generis or be construed as any limitation upon the generality of any preceding words or matters specifically referred to.

2.1.6. References to a person include any individual, firm, body corporate (whether incorporated), government, state or agency of a state or any joint venture, association, partnership, works council or employee representatives body (whether or not having separate legal personality).

2.1.7. One gender includes all genders and references to the singular include the plural and vice versa and reference to any gender includes a reference to other genders; references to "it" shall be deemed to include references to "him or her as the case may be".

2.1.8. If a period of time is specified as from a given day, or from the day of an act or event, it shall be calculated exclusive of that day.

2.1.9. A reference to a balance sheet or profit and loss account shall include a reference to any note forming part of it.

2.1.10. The words "directly or indirectly" mean directly or indirectly through one or more affiliates, associates, relatives or other intermediary persons and "direct or indirect" shall have the correlative meanings.

2.1.11. Headings, subheadings, titles, subtitles to clauses, sub-clauses, sections and paragraphs are for information only and shall not form part of the operative provisions of this Scheme or the schedules hereto and shall be ignored in construing the same.

2.1.12. An asset, contract, proceeding, resource or other matter that is agreed between the Parties in writing to be or not to be primarily relatable to or used in a Demerged Undertaking shall be deemed for the purposes of this Scheme to be or not be (respectively) primarily relatable to or used in a Demerged Undertaking.

3. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme shall become effective from the Appointed Date but shall be operative from the Effective Date.

4. SHARE CAPITAL

4.1. The authorized, issued and paid up share capital of Bharti AXA as on June 30, 2020 is as under:

Share Capital	Amount (INR in Crores)
Authorized Share Capital	
4,00,00,00,000 equity shares of INR 10 each	4,000
TOTAL	**4,000**
Issued Capital	
2,06,64,45,322 fully paid up equity shares of INR 10 each	2,066.45
Subscribed and Paid Up Share Capital	
2,05,59,81,216 fully paid up equity shares of INR 10 each	2,055.98

4.2. The authorized, issued and paid up share capital of ICICI Lombard as on June 30, 2020 is as under:

Share Capital	Amount (INR in Crores)
Authorized Share Capital	
47,50,00,000 equity shares of INR 10 each	475.00
TOTAL	**475.00**
Issued and paid-up Share Capital*	
45,44,74,954 fully paid up equity shares of INR 10 each	454.47
TOTAL	**454.47**

** As of June 30, 2020, there are 7,153,020 unexercised employee stock options (net of lapse/forfeiture) of the employees of the Resulting Company.*

PART C - DEMERGER AND VESTING OF DEMERGED UNDERTAKING OF DEMERGED COMPANY INTO RESULTING COMPANY

5. DEMERGER AND VESTING OF DEMERGED UNDERTAKING

5.1. Upon the Scheme becoming effective and with effect from the Appointed Date, the Demerged Undertaking shall, in accordance with Section 2(19AA) of the IT Act and Sections 230 to 232 of the Act, along with Section 35 to 37 of the Insurance Act, read with the provisions of the IRDAI Amalgamation Regulations, without any further act or deed, stand transferred to and vested in or be deemed to be transferred to and vested in the Resulting Company as a going concern.

5.2. It is hereby clarified that notwithstanding anything stated herein, the Demerged Company shall not transfer the Residual Undertaking (in whole or part) to the Resulting Company.

5.3. **Transfer of assets**

5.3.1. Without prejudice to the generality of Clause 5.1 and 5.2 above, upon the Scheme becoming effective:

(i) All the assets and properties (whether moveable or immoveable) forming part of the Demerged Undertaking of whatsoever nature and wheresoever situated and which are incapable of passing by manual delivery, shall, pursuant to the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed be and stand transferred to and vested in the Resulting Company or be deemed to be transferred to and vested in the Resulting Company so as to become the assets and properties of the Resulting Company. For purposes of taking on record the name of the Resulting Company in the records of the Governmental Authorities in respect of transfer of immovable properties to the Resulting Company pursuant to this Scheme, the Boards of the Demerged Company and the Resulting Company shall approve the execution of such documents or deeds and registration with Governmental Authority as may be necessary;

(ii) Without prejudice to the provisions of Clause 5.3.1(i), in respect of such assets and properties forming part of the Demerged Undertaking as are movable in nature or otherwise capable of passing by manual delivery or by endorsement and delivery, shall be so delivered or endorsed as the case may be to the Resulting Company and shall become the property of the Resulting Company in pursuance of the provisions of Section 232 of the Act, without requiring any deed or instrument of conveyance for transfer of the same. Upon this Scheme becoming effective, the title of such property shall be deemed to have been mutated and recognized as that of the Resulting Company, absolutely and forever; and

(iii) In respect of the assets relating to the Demerged Undertaking other than those specified in Clause 5.3.1(ii) above the same shall, on and from the Appointed Date, stand transferred to the Resulting Company and to the extent such asset is a debt, loan, receivable, advance or deposit, appropriate entries should be passed in their respective books to record the aforesaid change, without any notice or other intimation to such debtors. Provided that the Resulting Company may itself, at its sole discretion and shall, at any time after coming into effect of this Scheme in accordance

with the provisions hereof or if so required under any Applicable Law, give notices in such form as it may deem fit and proper, to each person, as the case may be, that pursuant to the Scheme becoming effective, the said debt, loan receivable, advance or deposit stands transferred and vested in the Resulting Company and be paid or made good or held on account of the Resulting Company as the person entitled thereto.

(iv) All assets and properties comprised in the Demerged Undertaking of the Demerged Company, which are acquired by the Demerged Company on or after the Appointed Date till the Effective Date in relation to and forming part of the Demerged Undertaking (whether or not included in the books of the Demerged Company), shall be deemed to be and shall become the assets and properties of the Resulting Company by virtue of and in the manner provided in this Scheme and shall, pursuant to the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act or deed, be and stand transferred to and vested in the Resulting Company or be deemed to be transferred to and vested in the Resulting Company.

5.4. **Transfer of Liabilities**

5.4.1. Upon the coming into effect of this Scheme, all Liabilities pertaining to the Demerged Undertaking, as on / up to the Appointed Date (or anytime thereafter) shall, without any further act or deed, stand transferred to and vested in and be deemed to have been transferred to and vested in the Resulting Company on the same terms and conditions as applicable to the Demerged Company, and shall become the debts, liabilities, loans, duties and obligations of the Resulting Company, which shall meet, discharge and satisfy the same to the exclusion of the Demerged Company. It shall not be necessary to separately obtain consents of any third party or other person who is a party to any contract or arrangement by virtue of any of the Liabilities which have arisen in order to give effect to the provisions of this Clause. The provisions of this Clause 5.4 shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing to which the relevant Liability relates to or the terms of sanction or issue or any security document, all of which instruments, deeds or writings shall stand modified by the foregoing provisions.

5.4.2. Without prejudice to the foregoing provisions of this Clause, upon the coming into effect of the Scheme, the NCDs shall pursuant to provisions of Section 230-232 of the Act and IRDAI Regulations, subject to approval of the IRDAI and any conditions imposed by IRDAI, without any further act, instrument or deed, become NCDs of the Resulting Company on the same terms and conditions and all rights, powers, duties and obligations in relation thereto shall be and stand transferred to and vested in and/or be deemed to have been transferred to and vested in and shall be exercised by or against the Resulting Company as if it were the issuer of such NCDs, so transferred and vested. Subject to requirements, if any, imposed or concessions, if any, by the Stock Exchanges, and other terms and conditions agreed with Stock Exchanges, such listed non-convertible debentures which stand transferred to the Resulting Company pursuant to the transfer of NCDs, shall be listed and/or admitted to trading on the debt segment of the relevant Stock Exchanges, where the relevant NCDs may be listed. The Resulting Company shall execute appropriate documents as may

be required under Applicable Law for issuance and allotment of non-convertible debentures in lieu of the NCDs to the holders of NCDs as on a date mutually agreed between the Parties prior to the Effective Date. Upon such issuance and allotment, the NCDs shall stand extinguished and cancelled.

5.4.3. Where any of the Liabilities relating to the Demerged Undertaking have been discharged by the Demerged Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Resulting Company.

5.4.4. Upon the coming into effect of the Scheme, all Liabilities incurred after the Appointed Date and prior to the Effective Date, shall, subject to the terms of this Scheme, be deemed to have been raised, used or incurred for and on behalf of the Resulting Company and to the extent they are outstanding on the Effective Date, shall also without any further act, or deed, stand transferred to and vested in and be deemed to have been transferred to and vested in the Resulting Company and shall become the debts, liabilities, loans, duties and obligations of the Resulting Company which shall meet, discharge and satisfy the same to the exclusion of the Demerged Company. It shall not be necessary to separately obtain consents of any third party or other person who is a party to any contract or arrangement by virtue of any of the Liabilities which have arisen in order to give effect to the provisions of this Clause. The provisions of this Clause 5.4 shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing to which the relevant Liability relates to or the terms of sanction or issue or any security document, all of which instruments, deeds or writings shall stand modified by the foregoing provisions.

5.5. **Legal Proceedings**

5.5.1. Upon the Scheme becoming effective, all Transferring Litigations, pending on the Effective Date, shall be continued, prosecuted and enforced by or against the Resulting Company, in the same manner and to the same extent as they would or might have been continued, prosecuted and enforced by or against the Demerged Company.

5.5.2. The Resulting Company (a) shall be replaced/added (as may be required) as party to Transferring Litigations; and (b) shall, subject to any agreement between the Parties and subject to any liabilities that would remain with the Demerged Company by operation of Applicable Law, prosecute or defend or enforce such proceedings as the case may be to the exclusion of the Demerged Company. Each of the Parties shall be entitled to make relevant applications in that behalf, as may be required.

5.6. **Employees**

5.6.1. Upon the Scheme becoming effective, all Transferring Employees shall be deemed to have become the employees of the Resulting Company, on terms and conditions not less favourable than those on which they are employed by the Demerged Company and without any interruption of, or break in, service as a result of the transfer of the Demerged Undertaking to the Resulting Company.

5.6.2. The Resulting Company agrees that for the purpose of payment of any compensation, retrenchment compensation, gratuity and other terminal benefits, if any applicable or required, the past services of the Transferring Employees with the Demerged Company shall also be taken into account, and pay the same as and when payable.

5.6.3. All on-going leave balances, leave encashments, deferred cash benefits and such other dues of the Transferring Employees shall stand transferred to the Resulting Company and the Transferring Employees shall be treated as in continuous employment in terms of Clause 5.6.1 above.

5.6.4. Upon this Scheme becoming effective, all contributions to funds and schemes in respect of provident fund (including contributions made to or deposited with the appropriate office of the EPFO maintained by the appropriate Regional Provident Fund Commissioner), employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme or any other special schemes or benefits created or existing for the benefit of the Transferring Employees shall be made by the Resulting Company in accordance with the provisions of such schemes or funds and Applicable Law. Subject to Applicable Law, the existing provident fund (including contributions made to or deposited with the appropriate office of the EPFO maintained by the appropriate Regional Provident Fund Commissioner), employee state insurance contribution, gratuity fund, superannuation fund, the staff welfare scheme and any other schemes or benefits created by the Demerged Company for the Transferring Employees shall be continued on the same terms and conditions and will be transferred to the existing provident fund (including those with the appropriate office of the EPFO maintained by the appropriate Regional Provident Fund Commissioner as applicable), employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme, etc., being maintained by or as may be created by the Resulting Company without any separate act or deed/approval.

5.7. **Contracts, Deeds, etc.**

5.7.1. Notwithstanding anything to the contrary contained in any Transferring Contracts, upon the coming into effect of the Scheme, all Transferring Contracts subsisting or having effect on the Effective Date, shall continue in full force and effect and all rights and obligations stipulated therein (except as otherwise agreed) shall be for the benefit of the Resulting Company, and may be enforced effectively by or against the Resulting Company as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party thereto from inception.

5.7.2. The Resulting Company shall, at any time after this Scheme coming into effect, in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, be entitled to execute appropriate deeds of confirmation or other writings or arrangements with any party to any contract or arrangement in relation to which the Demerged Company in relation to the Demerged Undertaking have been a party, including any filings with the relevant Governmental Authorities, in order to give formal effect to the above provisions. The Resulting Company shall for this purpose, under the provisions hereof, be deemed to have been authorized to execute any such writings on behalf of the Demerged Company in relation to the Demerged Undertaking and to carry out or perform all such formalities or compliances referred to above on the part of the Demerged Company in relation to the Demerged Undertaking.

5.8. **Permits**

5.8.1. All approvals and other consents, permissions, incentives, special status, grants, subsidies, special status, quotas, rights, authorizations, entitlements, no-objection certificates and licenses,

including those relating to tenancies, privileges, powers and facilities of every kind and description of whatsoever nature granted or issued by any Governmental Authority to the Demerged Company or to which the Demerged Company is a party or to the benefit of which the Demerged Company may be entitled to use and which may be required to carry on the operations of the Demerged Undertaking, and which are subsisting or in effect immediately prior to the Effective Date, shall be, and remain, in full force and effect and vest in favour of the Resulting Company and may be enforced as fully and effectually as if, the Resulting Company had been a party, a beneficiary or an obligee thereto. The IRDAI Registration of the Demerged Company shall, subject to the directions of the IRDAI, be surrendered with, or cancelled by IRDAI as it may deem fit, after the Effective Date.

5.8.2. The Resulting Company shall be entitled to undertake and carry out the business pertaining to the Demerged Undertaking pursuant to the effectiveness of the Scheme on its own account, pending the transfer of any approvals and other consents, permissions, quotas, rights, authorizations, entitlements, no-objection certificates and licenses, privileges, powers and facilities of every kind and description, that may be required under Applicable Law in the name of the Resulting Company and would be entitled to make any applications, requests and the like in this regard. Any Governmental Authority required to give effect to any provisions of this Scheme, shall take on record the order of NCLT sanctioning the Scheme on its file and duly record the necessary substitution or endorsement in the name of the Resulting Company as successor in interest, pursuant to the sanction of this Scheme by the NCLT, and upon this Scheme becoming effective.

5.9. **Taxes and Taxation**

5.9.1. Upon the Scheme becoming effective, the Demerged Company and the Resulting Company are expressly permitted to revise their respective financial statements and returns along with prescribed forms, filings and annexures under the IT Act, goods and service tax laws and other Tax laws, and to claim refunds and/or credit for Taxes paid (including, tax deducted at source, wealth tax, etc.) and for matters incidental thereto, if required, to give effect to the provisions of the Scheme.

5.9.2. Without prejudice to the generality of the above, all benefits, incentives, losses, credits (including, without limitation, in respect of income tax, tax deducted at source, wealth tax, goods and service tax, etc.) to which the Demerged Company is entitled in terms of Applicable Laws in relation to the Demerged Undertaking, shall be available to and vest in the Resulting Company, upon this Scheme coming into effect.

5.9.3. Without prejudice to the generality of the above, all exemption, benefits, allowance, rebates, etc. under IT Act (including right to admissibility of claim under Section 40(a), 43B of the IT Act or such provisions becoming admissible in the period after the Appointed Date on discharging liabilities pertaining to Demerged Undertaking or reserve for unexpired risks or additional reserve which is not allowed as a deduction to Demerged Company, the same manner and to the same extent as the Demerged Company would have been entitled to deduction but for the demerger) shall be available to and vest in the Resulting Company, upon this Scheme coming into effect.

5.9.4. This Scheme complies with the conditions relating to "demerger" as defined under

Section 2(19AA), Section 47, Section 72A and other relevant sections and provisions, of the IT Act and is intended to apply accordingly. If any terms or clauses of this Scheme are found to be or interpreted to be inconsistent with any of the said provisions (including the conditions set out therein) at a later date whether as a result of a new enactment or any amendment or coming into force of any provision of the IT Act or any other law or any judicial or executive interpretation or for any other reason whatsoever, Parties shall negotiate in good faith to modify this Scheme in a mutually satisfactory manner that ensures compliance of this Scheme with such provisions.

6. CONSIDERATION FOR DEMERGER

6.1. Upon this Scheme becoming effective and in consideration of vesting of the Demerged Undertaking of the Demerged Company in the Resulting Company in terms of this Scheme, the Resulting Company shall, without any further application, act or deed, issue and allot the Consideration Shares on the Allotment Date to the Promoters as per their proportionate shareholding on the Record Date.

6.2. For the purpose of issue and allotment of the Consideration Shares pursuant to this Clause 6, the following terms shall apply:

6.2.1. The Board of Resulting Company shall, if and to the extent required, apply for and obtain any approvals from the concerned Governmental Authority and undertake necessary compliance for the issue and allotment of Consideration Shares pursuant to Clause 6.1 of the Scheme.

6.2.2. The Consideration Shares issued pursuant to Clause 6.1 shall be issued in dematerialized form unless otherwise mutually agreed by the Parties.

6.2.3. Approval of this Scheme by the shareholders of Resulting Company shall be deemed to be in due compliance of the provisions of Section 42, and Section 62 of the Act, and other relevant and applicable provisions of the Act and rules made thereunder for the issue and allotment of the Consideration Shares by Resulting Company as provided in this Scheme.

6.3. The Consideration Shares issued under the Clause 6.1 shall be subject to the provisions of the memorandum and articles of association of the Resulting Company and shall rank pari passu in all respects with the then existing equity shares of the Resulting Company.

6.4. In the event that the Resulting Company restructures its equity share capital by way of stock split, consolidation of shares, bonus share issuances, or issuance of any employee stock options (save and except the Permitted ESOPs) during the Implementation Period, the issue of shares pursuant to Clause 6.1 above, shall be appropriately adjusted to take into account the effect of any such actions.

6.5. The Consideration Shares allotted and issued in terms of Clause 6.1 above, shall be listed and/or admitted to trading on the Stock Exchanges after obtaining the requisite approvals and within the time prescribed under Applicable Law or such other lesser time as the Parties may specifically agree in writing. The Resulting Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with Applicable Laws for complying with the formalities of the Stock Exchanges.

7. ACCOUNTING TREATMENT

7.1. Upon the Scheme becoming effective, demerger of Demerged Undertaking of the Demerged Company into Resulting Company will be accounted for in accordance with the applicable accounting standards and Clause 7 (Accounting Treatment) of the Scheme.

7.2. **Accounting treatment in the books of the Demerged Company**

7.2.1. On the Scheme becoming effective and with effect from the Appointed Date, the Demerged Company shall account for demerger in its books as under:

(a) All the assets and liabilities of the Demerged Company pertaining to the Demerged Undertaking, being transferred to the Resulting Company, shall be reduced from the books of accounts of the Demerged Company at their respective book values at the close of business on the day immediately preceding the Appointed Date.

(b) The excess/deficit, if any, of the book value of the assets over the book value of the liabilities of the Demerged Company which have been transferred pursuant to this Scheme, shall be debited/credited to the "Debit Balance in Profit And Loss Account" in the financial statements of the Demerged Company as drawn up in compliance with the Scheme and applicable accounting standards of the Demerged Company.

7.3. **Accounting treatment in the books of the Resulting Company**

7.3.1. On the Scheme becoming effective and with effect from the Appointed Date, the Resulting Company shall account for demerger in its books as under:

(a) Demerger of Demerged Undertaking of the Demerged Company into Resulting Company shall be accounted for in the books of account of the Resulting Company in accordance with GAAP and applicable accounting standards;

(b) The Resulting Company shall record the assets, liabilities and reserves pertaining to the Demerged Undertaking vested in it pursuant to this Scheme, at their respective book values / carrying values in the books of the Demerged Company;

(c) The identity of the reserves, shall be preserved, and they shall appear in the financial statements of the Resulting Company in the same form in which they appeared in the financial statements of the Demerged Company;

(d) The inter-corporate debentures, bonds, borrowings, deposits / loans and advances outstanding, if any, between the Resulting Company and the Demerged Undertaking of the Demerged Company as on the Effective Date will stand cancelled and there shall be no further obligation in that behalf. Further, any other inter-company payables and receivables between the Demerged Undertaking of the Demerged Company and the Resulting Company shall be cancelled and the Resulting Company shall accordingly credit the concerned payable against related receivables in its books and debit the concerned receivable against the related payables in its books;

(e) The Resulting Company shall issue and allot equity shares to the shareholders of the Demerged Company in accordance with Clause 6 above and credit the aggregate face value of such equity shares to its share capital account. The difference between the Issue Price and aggregate face value of Consideration Shares shall be credited to securities premium account;

(f) The surplus / deficit, if any, of the net value of assets, liabilities and reserves of the Demerged Undertaking of the Demerged Company acquired and recorded by the Resulting Company over the amount recorded as share capital issued (including securities premium) and Interim Funding Compensation, if any, shall be credited or debited, as the case may be, to the reserves in the financial statements of the Resulting Company;

(g) In case of any difference in the accounting policies between the Demerged Company and the Resulting Company, the accounting policies followed by the Resulting Company shall prevail and the difference, if any, will be quantified and shall be adjusted in the Reserves, to ensure that the financial statements of the Resulting Company reflect the financial position on the basis of consistent accounting policy;

(h) Notwithstanding the above, the Board of the Resulting Company is authorized to account for any of these balances in any manner whatsoever, as may be deemed fit in accordance with the prescribed accounting standards, applicable IRDAI regulations and applicable generally accepted accounting principles as applicable to the Resulting Company.

8. INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE RESULTING COMPANY

8.1. Upon this Scheme becoming effective, the authorized share capital of the Resulting Company will automatically stand increased to INR 550,00,00,000 (Rupees Five Hundred Fifty Crores) by simply filing the requisite forms with the Governmental Authority and no separate procedure or instrument or deed shall be required to be executed and/or process shall be required to be followed under the Act.

8.2. Consequently, Clause V of the memorandum of association of the Resulting Company shall without any act, instrument or deed be and stand altered, modified and amended pursuant to Sections 13 and 61 of the Act and other applicable provisions of the Act, as the case may be, and be replaced by the following clause:

"V. The Authorised Share Capital of the Company is Rs. 550,00,00,000 (Rupees Five Hundred Fifty Crores only) divided into 55,00,00,000 (Fifty Five Crores) shares of Rs 10/- (Rupees Ten only) each with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase or reduce the capital of the Company and divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, cumulative, convertible, qualified or other special rights, privileges, conditions, or restrictions, as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify, or abrogate any such rights , privileges or conditions or restrictions in such manner as may be permitted by the Companies Act, 2013, the Insurance Act, 1938 or provided by the Articles of Association of the Company for the time being."

8.3. It is clarified that the approval of the members of the Resulting Company to this Scheme shall be deemed to be their consent/approval also to the consequential alteration of the memorandum of association of the Resulting Company and the Resulting Company shall not be required to seek separate consent/approval of its shareholders for such alteration of the memorandum of association, as required under Sections 13, 61, 62 and 64 of the Act and other applicable provisions of the Act.

PART D - GENERAL TERMS AND CONDITIONS

9. MODIFICATION OR AMENDMENTS TO THE SCHEME

The Demerged Company and the Resulting Company shall have the right to amend or modify the Scheme, as they deem fit in order to remove difficulties arising in giving effect to this Scheme, subject to Applicable Law. Provided that no amendment or modification will be made to the Scheme without specific and written approval of each of the Promoters and the authorized signatory of each of the Demerged Company and the Resulting Company.

10. CONDITIONS PRECEDENT

10.1. The Scheme is and shall be conditional upon and subject to satisfaction (or waiver in such manner as may be mutually agreed between the Parties) of each of the following conditions ("**Conditions Precedent**"):

10.1.1. CCI approving this Scheme and the other transactions contemplated in this Scheme;

10.1.2. Certified copy of the order of the NCLTs sanctioning the Scheme being filed with the ROC;

10.1.3. Satisfaction (or waiver in writing) of such other conditions precedent as mutually agreed between the Parties in writing; and

10.1.4. Final approval being granted by IRDAI in accordance with Regulation 8 of the IRDAI Amalgamation Regulations and satisfaction of the conditions, if any, as set out in the final approval provided by IRDAI and which needs to be satisfied on or prior to the Effective Date in accordance with the terms thereunder.

10.2. Effective Date

Subject to fulfilment of the Conditions Precedent set forth in Clause 10.1, this Scheme shall become effective on such date as may be specified by the IRDAI in its final approval for this Scheme in terms of the IRDAI Amalgamation Regulations ("**Effective Date**").

11. RESIDUAL PROVISIONS

The consent of the shareholders and creditors of each of the Parties to the Scheme in accordance with the Act, as applicable, shall be deemed to be sufficient for purposes of effecting all the actions set out in this Scheme and no additional actions of the Parties shall be separately required.

12. POWER TO REMOVE DIFFICULTIES

The authorised signatories of the Parties, either by themselves or through a committee appointed by them in this behalf, may as mutually agreed in writing, including without limitation through any definitive agreement(s) that may be entered into by and between the relevant Parties in relation to the Scheme:

(a) give such directions as they may consider necessary to settle any question or difficulty arising under this Scheme or in regard to and of the meaning or interpretation of this Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any of those;

(b) do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect; and

(c) make any inclusions or exclusions (including without limitation in relation to assets or liabilities) to the Demerged Undertaking.

13. SEVERABILITY

If any part of this Scheme is found to be invalid, unenforceable or unworkable for any reason whatsoever, the same shall not affect the validity or implementation of the other parts and/or provisions of this Scheme.

14. WITHDRAWAL OF THE SCHEME

The Demerged Company and the Resulting Company shall be at liberty to withdraw this Scheme at any time as may be mutually agreed by the Boards of the Demerged Company and Resulting Company prior to the Effective Date. In such a case, the Demerged Company and the Resulting Company shall respectively bear their own cost or as may be mutually agreed.

15. CONDUCT OF BUSINESS TILL EFFECTIVE DATE

15.1. With effect from the Appointed Date and up to and including the Effective Date:

15.1.1. the Demerged Company (with respect to the Demerged Undertaking) shall be deemed to have been carrying on and shall carry on its business and activities and shall hold and stand possessed of and hold all its properties and assets in relation to the Demerged Undertaking for and on account of and in trust for the Resulting Company;

15.1.2. all profits or income arising or accruing to the Demerged Company with respect to the Demerged Undertaking and all taxes paid thereon (including but not limited to advance tax, tax deducted at source, minimum alternate tax, securities transaction tax, taxes withheld/ paid in a foreign country, etc.) or losses arising or incurred by the Demerged Company with respect to the Demerged Undertaking shall, for all purposes, be treated as and deemed to be the profits or income, taxes or losses, as the case may be, of the Resulting Company;

15.1.3. all loans raised and all Liabilities and obligations (including any Tax related liabilities) incurred by the Demerged Company with respect to the Demerged Undertaking after the Appointed Date and prior to the Effective Date, shall, subject to the terms of this Scheme, be deemed to have been raised, used or incurred for and on behalf of the Resulting Company and to the extent they are outstanding on the Effective Date, shall also, without any further act or deed be and be deemed to become the debts, liabilities, duties and obligations of the Resulting Company;

15.1.4. all assets and properties comprised in the Demerged Undertaking of the Demerged Company, which are acquired by the Demerged Company on or after the Appointed Date till the Effective Date in relation to and forming part of the Demerged Undertaking, shall be deemed to be and shall become the assets and properties of the Resulting Company by virtue of and in the manner provided in this Scheme and shall, pursuant to the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act or deed, be and stand transferred to and vested in the Resulting Company or be deemed to be transferred to and vested in the Resulting Company; and

15.1.5. The Resulting Company shall be entitled, pending the sanction of the Scheme, to apply to the Governmental Authorities concerned as are necessary under any Applicable Law for such consents, approvals and sanctions which the Resulting Company may require to carry on the business undertaken by the Demerged Company with respect to the Demerged Undertaking and to give effect to the Scheme.

16. INTERIM FUNDING FOR SOLVENCY REQUIREMENTS UNDER APPLICABLE LAW DURING IMPLEMENTATION PERIOD

16.1. At any time during the Implementation Period, if the Demerged Company is required under

Applicable Law to enhance its capital to meet the minimum regulatory requirements of solvency, the Promoters shall, subject to the following provisions of this Clause 16, procure that the Demerged Company applies to IRDAI (in a form reasonably acceptable to the Promoters and the Parties) seeking a dispensation from the requirement of maintaining the minimum regulatory solvency requirement until the Effective Date.

16.2. In case the aforesaid dispensation has not been granted by the IRDAI or it imposes any Onerous Conditions, the Promoters shall procure that the Demerged Company make an application for relaxation of limits to enable the Demerged Company to raise other forms of capital under the IRDAI (Other Forms of Capital) Regulations, 2015 (such infusion to be done by issue of non-convertible debentures and to a Person acceptable to the Promoters and the Resulting Company, both acting reasonably), and which capital will form a part of the Demerged Undertaking that will be transferred to Resulting Company as part of the Scheme. For the avoidance of doubt and subject to the foregoing, the entire head room available for the issuance of debentures (computed as per Insurance Laws) shall be utilized for funding solvency requirements.

16.3. In the event, either IRDAI rejects the application filed under Clause 16.2 above or the Demerged Company is unable to raise, or it is apparent that it cannot raise, further capital so that minimum regulatory solvency can be maintained within the time period prescribed under Applicable Laws, the Promoters and the Demerged Company shall explore the possibility of enhancing the Demerged Company's solvency capital through operational mechanisms such as realizing (partially or in full, as required) gains on the investment portfolio held by the Demerged Company.

16.4. In case enhancing solvency capital through such operational mechanisms is not possible, the Promoters and the Parties will work together in good faith for 15 (fifteen) days to arrive at a suitable mechanism to meet the minimum solvency requirements in a way that does not result in, or require, any of the following:

16.4.1. any revision or amendment to the swap ratio used for determining the Consideration Shares or a material change to the structure of the transactions contemplated under this Scheme;

16.4.2. any adverse impact on the consideration that the Promoters are entitled to get through the Scheme or a change to the proportion in which the Consideration Shares are to be issued to the Promoters;

16.4.3. any change in the timelines to complete and give effect to the Scheme;

16.4.4. any change to the Scheme;

16.4.5. any regulatory approvals or any requirement to re-file or modify any application for regulatory approvals already submitted with any Governmental Authority (including the RBI, NCLT, SEBI, CCI and IRDAI);

16.4.6. any regulatory approval for the Resulting Company to pay, or a Promoter to receive, any amounts contributed by it under this Clause 16;

16.4.7. non-compliance of provisions of Section 2(19AA) of the IT Act; and

16.4.8. trigger of provisions of Section 79 of the IT Act.

16.5. If the Promoters and the Parties cannot agree in writing on a mechanism under Clause 16.4 above within the above mentioned 15 (fifteen) day period, the Promoters shall be entitled to raise the requisite funds from an affiliate of Bharti General Ventures Private Limited,

domiciled in India ("**Indian Investor**" and such amounts being raised as equity from the Indian Investor being the "**Interim Funding Amount**"). The Resulting Company shall be liable to pay, within 30 (thirty) days of the Allotment Date, the Interim Funding Amount to the Indian Investor along with interest calculated at: the Fixed Deposit rate for 1 (one) year offered by State Bank of India as on the date of infusion of equity funds into the Demerged Company plus 75 (seventy five) basis points (together with the Interim Funding Amount, "**Interim Funding Compensation**"). For the avoidance of doubt the Resulting Company's obligation to pay the Indian Investor shall only arise if the amount is infused in the Demerged Company in the form of equity.

16.6. It is clarified that any amounts envisaged in this Clause 16: (a) shall solely be limited to the extent of funds required to meet minimum solvency requirements under Applicable Laws; (b) shall not exceed INR 200,00,00,000 in aggregate (whether by infusion of debentures or equity (including share premium amounts)); and (c) shall be deployed in assets forming part of the Demerged Undertaking that gets transferred to the Resulting Company as part of the Scheme.

16.7. If the IRDAI (or any other relevant Government Authority) does not permit the Indian Investor to provide the Interim Funding Amount in accordance with Clause 16.5 of this Clause 16, then the Promoters and the Parties shall mutually discuss to find an alternate solution to be implemented on or prior to the expiry of 15 (fifteen) days from the date of receipt of the notice from the IRDAI (or any other relevant Government Authority) rejecting the Indian Investor to provide the Interim Funding Amount ("**Interim Funding Resolution Period**").

16.8. It is clarified that the approval of the shareholders of the Parties to this Scheme shall be deemed to be their consent/approval also to the interim funding arrangement in this Clause 16 and the Parties shall not be required to seek separate consent/approval of their shareholders, as may be required under the applicable provisions of the Act and /or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and /or SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and/ or IRDAI Regulations.

17. PROPERTY IN TRUST

Notwithstanding anything contained in this Scheme and to the extent permissible under the Applicable Law, after the Effective Date and until any property, asset, license, approval, permission, contract, agreement and rights and benefits arising therefrom are transferred, vested, recorded, effected and/ or perfected in the records of the Governmental Authority(ies), or regulatory bodies, in favour of the Resulting Company, the Resulting Company is deemed to be authorized to enjoy the property, asset or the rights and benefits arising from the license, approval, permission, contract or agreement as if it were the owner of the property or asset or as if it were the original party to the license, approval, permission, contract or agreement. It is clarified that till entry is made in the records of the Governmental Authority(ies) and till such time as may be mutually agreed by the Demerged Company and the Resulting Company, the Demerged Company will continue to hold the property and/or the asset, license, permission, approval as the case may be in trust on behalf of the Resulting Company.

18. CONDUCT OF BUSINESS OF THE RESIDUAL UNDERTAKING OF THE DEMERGED COMPANY

18.1. The Residual Undertaking and all the assets, liabilities, rights, title, interest or obligations thereto shall continue to belong to and be vested in and be managed by the Demerged Company, and the Resulting Company shall have no right, claim or obligation in relation to the Residual Undertaking provided that, if after the Effective Date, any part of the (i) Demerged Undertaking is not transferred to the Resulting Company; and/or (ii) Residual Undertaking is inadvertently transferred to or held by the Resulting Company, such part of

the Demerged Undertaking and/or Residual Undertaking (as the case may be) shall be dealt with in the manner agreed in writing between the Parties, subject to the provisions of the Scheme.

18.2. All legal, taxation and other proceedings whether civil or criminal (including before any statutory or quasi-judicial authority or tribunal) by or against the Demerged Company under any statute, whether pending on the Appointed Date or which may be instituted at any time thereafter, and in each case pertaining to the Residual Undertaking shall be continued and enforced by or against the Demerged Company. The Resulting Company shall, unless otherwise agreed between the Demerged Company and the Resulting Company be, in no event be responsible or liable in relation to any such legal or other proceeding against the Demerged Company.

19. COSTS

19.1. All costs, charges, and expenses (including, but not limited to stamp duty, registration charges etc.) of in relation to or in connection with the Scheme and incidental to the completion of transactions contemplated under this Scheme, except those relating to Promoters, shall be borne and paid by the Demerged Company and the Resulting Company as may be mutually agreed between them in writing. All costs, charges and expenses relating to Promoters shall be borne by them.

20. COMPLIANCE WITH THE IRDAI AMALGAMATION REGULATIONS

20.1. This Scheme shall be implemented only after the final approval of IRDAI.

20.2. The Resulting Company shall ensure that available solvency margin of the Resulting Company after the Effective Date will not be lower than the required minimum regulatory level.

20.3. The Parties shall ensure that the Scheme is compliant with the Applicable Laws.

20.4. The Parties acknowledge that the Scheme is beneficial for and in the interest of the policyholders and is conducive to the orderly growth of the insurance sector.

20.5. Notwithstanding anything contrary contained in the Scheme, the Scheme shall be given effect to and shall stand appropriately modified to the extent required to ensure compliance with any requirements and conditions imposed by IRDAI while granting its in-principal approval to the proposed Scheme including Regulation 6 of IRDAI Amalgamation Regulations, provided that, the Scheme continues to remain compliant with the provisions of Section 2(19AA) of the IT Act.

20.6. On and from the Effective Date, the Scheme shall be binding on the Parties and also on all the shareholders, policyholders and other creditors and employees of each of the Parties, and on any other person having any right or liability in relation to any of the Parties.

20.7. The Resulting Company shall ensure that a notice, in a form mutually acceptable to the Demerged Company and the Resulting Company, is published in the newspapers about completion of the process (at least one national Daily and one vernacular, copies of which shall be filed with the IRDAI).

Valuation Report

August 2020

MSKA & Associates
Chartered Accountants
Floor 3, Enterprise Centre, Nehru Road
Near Domestic Airport, Vile Parle (E)
Mumbai – 400099

UDIN: 20503604AAAACF6847 August 21, 2020

To

The Board of Directors
ICICI Lombard General Insurance Company Limited
ICICI Lombard House, 414, Veer Savarkar Marg
Near Siddhivinayak Temple, Prabhadevi
Mumbai- 400025
India

Dear Sir(s)/Madam(s),

Sub: Recommendation to Fair Equity Share Entitlement Ratio for the Proposed Demerger of General Insurance Business Undertaking of Bharti AXA General Insurance Company Ltd and transfer to ICICI Lombard General Insurance Company Ltd, as per the Proposed Scheme of Arrangement.

We, MSKA & Associates, Chartered Accountants **('MSKA' or 'We' or 'Us')**, have been appointed vide letter dated July 14, 2020 to recommend the fair equity share entitlement ratio for the Demerger of General Insurance Business Undertaking **('Demerged Undertaking')** of Bharti AXA General Insurance Company Ltd **('Bharti AXA')** and transfer to ICICI Lombard General Insurance Company Ltd **('ICICI Lombard' or 'the Company' or 'the Client')** (together referred to as 'Companies') on a going concern basis, as per the Proposed Scheme of Arrangement pursuant to provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 **('Proposed Scheme')**.

We are pleased to present herewith our report on the same.

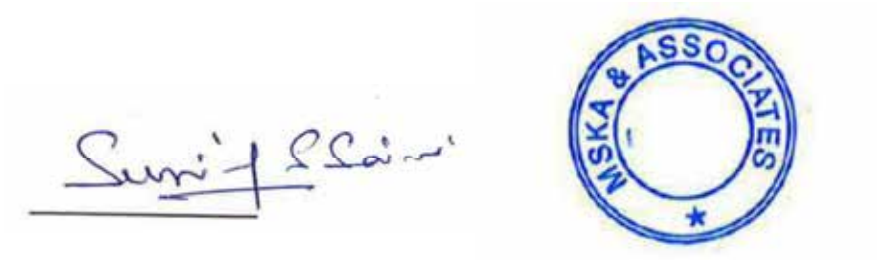
The cut-off date for the present valuation exercise has been considered as at August 21, 2020 **('Valuation Date')** and the market factors have been considered till August 20, 2020. The attached report details the valuation methodologies, calculations and conclusions with respect to this valuation.

We believe that our analysis must be considered as a whole. Selected portions of our analysis or the factors we considered, without considering all factors and analysis together could create a misleading view of the process underlying the valuation conclusions. The preparation of valuation is a complex process and is not necessarily susceptible to partial analysis or summary description. Any attempt to do so could lead to undue emphasis on any particular factor or analysis.

This letter should be read in conjunction with the attached report.

Thanking you,

For MSKA & Associates
Chartered Accountants
Firm Reg. No. 105047W



Sunil Kumar Saini
Partner
Membership No.: 503604

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1. Brief Background of the Companies

ICICI Lombard General Insurance Company Limited ('ICICI Lombard')

1.1. ICICI Lombard General Insurance Company Limited is a public listed company incorporated on October 30, 2000 with Corporate Identification Number L67200MH2000PLC129408. Its registered office is situated at ICICI Lombard House, 414, Veer Savarkar Marg Near Siddhivinayak Temple, Prabhadevi Mumbai, Maharashtra 400025, India. ICICI Lombard is registered as a general insurance company with Insurance Regulatory and Development Authority of India **("IRDAI")** and is engaged in providing non-life insurance products to its customers. Equity shares are listed on the National Stock Exchange of India Limited **('NSE')** and the BSE Limited **('BSE')**.

1.2. The issued, subscribed and paid-up equity share capital of ICICI Lombard as at June 30, 2020 stood at INR 4,544.7 Mn, comprising of 45,44,74,954 equity shares of face value INR 10 each, and the summarized shareholding pattern as on the Valuation Date is as follows:

Name of Shareholders	No. of Equity Shares	Holding %
I. Promoter		
ICICI Bank Limited	**23,58,43,806**	**51.9%**
II. Public		
Institutions	18,46,89,325	40.6%
Non-Institutions	3,39,41,823	7.5%
Total Public Group	**21,86,31,148**	**48.1%**
Total Shareholding	**45,44,74,954**	**100.0%**

Bharti AXA General Insurance Company Limited ('Bharti AXA')

1.3. Bharti AXA is a public limited company incorporated on July 13, 2007 with Corporate Identification Number U66030KA2007PLC043362. Its registered office is situated at #43, 1st floor, Hosto Centre, Opp. Imperial Hotel, Millers Road, Vasanth Nagar Bangalore, Karnataka 560052 India. Bharti AXA is registered as a general insurance company with IRDAI and is engaged in providing non-life insurance products to its customers.

1.4. The issued, subscribed and paid-up equity share capital of Bharti AXA as at June 30, 2020 stood at INR 20,559.8 Mn, comprising of 2,05,59,81,216 equity shares of face value INR 10 each, and the summarized shareholding pattern as on the Valuation Date is as follows:

Name of Shareholders	No. of Equity Shares	Holding %
I. Promoter Group		
Bharti General Ventures Pvt Ltd	1,04,85,50,416	51.0%
AXA Group	1,00,74,30,795	49.0%
Others	5	0.0%
Total Promoter Group	**2,05,59,81,216**	**100.0%**
Total	**2,05,59,81,216**	**100.0%**

2. Purpose of Valuation

2.1. We understand that following is the proposed scheme of arrangement:

- Demerger of General Insurance Business Undertaking ('Demerged Undertaking') from Bharti AXA General Insurance Company Ltd.
- Transfer of Demerged Undertaking of Bharti AXA to ICICI Lombard General Insurance Company Limited on a going concern basis.
- Under Proposed Scheme, as consideration for the transfer of Demerged Undertaking from Bharti AXA to ICICI Lombard, the equity shareholders of Bharti AXA will be issued equity shares of ICICI Lombard.
- The residual undertaking of Bharti AXA includes immoveable property, brands used by and/or licensed to it and bonds issued by ICICI Bank Limited ("Residual Undertaking").

Companies under the Proposed Scheme and their respective shareholders will comply with the provisions of section 230 to 232 and other relevant provisions of the Companies Act, 2013, along with the applicable provisions of Securities and Exchange Board of India (**'SEBI'**) and Reserve Bank of India (**'RBI'**) - if any.

2.2. In this regard, we have been appointed to undertake the valuation of to recommend the fair equity share entitlement ratio for the Proposed Scheme.

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3. Exclusions and Limitations

3.1. Our report is subject to the limitations detailed hereinafter. This report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

3.2. This report and the information contained herein are absolutely confidential and are intended for the use of management and representatives of the companies for providing select information and only in connection with the purpose mentioned above or for sharing with shareholders, Regional Directors, Registrar of Companies, National Company Law Tribunal and office of other regulatory or statutory authorities. It should not be copied, disclosed, circulated, quoted or referred to, either in whole or in part, in correspondence or in discussion with any other person except to whom it is issued without our written consent. In the event, the companies or their management or their representatives intend to extend the use of this report beyond the purpose mentioned earlier in the report, with or without our consent, we will not accept any responsibility to any other party to whom this report may be shown or who may acquire a copy of the report.

3.3. The scope of our assignment did not involve us performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information that was provided and used by us during the course of our work. The assignment did not involve us to conduct the financial or technical feasibility study. We have not done any independent technical valuation or appraisal or due diligence or legal title search of the assets or liabilities of the Companies or any of its subsidiaries (if any) or associated companies (if any) and have considered them at the value as disclosed by the Companies in their regulatory filings or in submissions, oral or written, made to us.

3.4. In rendering this report, we have not provided legal, regulatory, tax, accounting or actuarial advice and accordingly we do not assume any responsibility or liability in respect thereof.

3.5. Any matters related to legal title and ownership are outside the purview and scope of this valuation exercise. Further, no legal advice regarding the title and ownership of the subject property has been obtained while conducting this valuation exercise. Valuation may be significantly influenced by adverse legal, title or ownership, encumbrance issues.

3.6. This report is based on the information received from the sources mentioned herein and discussions with the representatives of the companies. We have assumed that no information has been withheld that could have influenced the purpose of our report.

3.7. We have assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to us or used by us, we have assumed that the same are not misleading and do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations or liabilities of the companies. Nothing has come to our knowledge to indicate that the material provided to us was mis-stated or incorrect or would not afford reasonable grounds upon which to base our report.

3.8. During the course of our work, we have relied upon the certain opinion documents made available by the management and representatives of the Client. Though we have reviewed it, we have not independently verified the same. As these opinions/assumptions require the exercise of judgment and are subject to uncertainties, there can be no assurance that these assumptions are accurate.

3.9. For the present valuation exercise, we have also relied upon information available in the public domain; however, the accuracy and timeliness of the same has not been independently verified by us.

3.10. In addition, we do not take any responsibility for any changes in the information used by us to arrive at our conclusion as set out here in which may occur subsequent to the date of our report or by virtue of fact that the details provided to us are incorrect or inaccurate.

3.11. Further, this report is necessarily based on financial, economic, monetary, market and other conditions as in effect on, and the information made available to us or used by us up to, the date hereof. Subsequent developments in the aforementioned conditions may affect this report and the assumptions made in preparing this report and we shall not be obliged to update, revise or reaffirm this report if the information provided to us changes.

3.12. We have arrived at a relative value based on our analysis. Any transaction price may however be significantly different and would depend on the negotiating ability and motivations of the respective buyers and sellers in the transaction.

3.13. Valuation is not a precise science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. There is therefore no indisputable single value. While we have provided an assessment of the value based on an analysis of information available to us and within the scope of our engagement, others may place a different value on this business.

3.14. Valuation is based on estimates of future financial performance or opinions, which represent reasonable expectations taking into consideration the economic, social and market patterns existing at that point in time but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, a particular event will occur or that a particular price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis will vary from these estimates and the variations may be material.

3.15. Whilst all reasonable care has been taken to ensure that the factual statements in the report are accurate, neither us, nor any of our partners, officers or employees shall in any way be liable or responsible either directly or indirectly for the contents stated herein. Accordingly, we make no representation or warranty, express or implied, in respect of the completeness, authenticity or accuracy of such factual statements. We expressly disclaim any and all liabilities, which may arise based upon the information used in this report. We are not liable to any party in relation to the issue of this report.

3.16. MSKA owes responsibility to only the Boards of Directors of ICICI Lombard; with reference to terms of engagement letter and nobody else. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other to ICICI Lombard. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the Company, their directors, employees or agents. In no circumstances shall the liability of a Valuer, its partners, its directors or employees, relating to the services provided in connection with the engagement set out in this Report shall exceed the amount paid to such Valuer in respect of the fees charged by it for these services.

3.17. The recommendation(s) rendered in this Report only represent our recommendation(s) based upon information furnished by the Client (or its representatives) and other sources and the said recommendation(s) shall be considered to be in the nature of non-binding advice, (our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors). We have no obligation to update this Report.

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4. Sources of Information

4.1. For the purpose of undertaking this valuation exercise, we have relied on the following sources of information provided by the management representatives of the Client:

- Audited financial statements of ICICI Lombard and Bharti AXA for the financial years ('FY') ended March 31, 2020;
- Auditor Reviewed Financials of ICICI Lombard for the quarter ended June 30, 2020;
- Provisional Financials of Bharti AXA for the quarter ended June 30, 2020;
- Carved out Balance Sheet of Demerged Undertaking of Bharti AXA as on April 1, 2020 and June 30, 2020;
- Information related to outstanding equity shareholding pattern of ICICI Lombard and Bharti AXA;
- Details of contingent liabilities of Bharti AXA and its current status;
- Relevant data and information provided to us by the representatives of ICICI Lombard either in written or oral form or in form of soft copy;
- Information provided by leading database sources (proprietary databases subscribed by us or our network firm), market research reports and other published data (including NSE and BSE);
- Draft proposed scheme of arrangement.

5. Procedures Adopted

5.1. In connection with this exercise, we have adopted the following procedures to carry out the valuation:

- Requested and received financial and qualitative information;
- Obtained data available in public domain;
- Undertook industry analysis such as researching publicly available market data including economic factors and industry trends that may impact the valuation. Further, analysis of key trends and valuation multiples of comparable companies was undertaken.
- Discussion with the management to understand the business and fundamental factors.
- Selection of valuation methodologies considering valuation standards issued by the Institute of Chartered Accountants of India. For the purpose of arriving at the valuation, we have considered the valuation base as 'Fair Value'. Our valuation, and this report, is based on the premise of going concern value. Any change in the valuation base, or the premise could have significant impact on our valuation exercise, and therefore, this Report.
- Valuation of Demerged Undertaking is arrived based on the total value arrived of Bharti AXA and then adjusted for Residual Undertaking assets and accumulated losses.

- The Company has been provided with the opportunity to review the draft Report (excluding the recommended Share Entitlement Ratio) as part of our standard practice to make sure that factual inaccuracies / omissions are avoided in our final Report.

6. Valuation Approaches

6.1. The Proposed Scheme contemplates the transfer of Demerged Undertaking of Bharti AXA to ICICI Lombard under sections 230 to 232 and other relevant provisions of the Companies Act, 2013. Arriving at the fair equity share entitlement ratio for the Proposed Scheme would require determining the relative values. These values are to be determined independently but on a relative basis, and without considering the effect of the Proposed Scheme.

6.2. It is pertinent to note that the valuation of any company or its undertaking or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made numerous assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the companies. In addition, this valuation will fluctuate with changes in prevailing market conditions, and prospects, financial and otherwise, of the Companies, and other factors which generally influence the valuation of companies and their assets.

6.3. The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

6.4. It may be noted that the Institute of Chartered Accountants of India ('ICAI') on June 10, 2018 has issued the ICAI Valuation Standards ('IVS'). We have given due cognizance to the same in carrying out the valuation exercise.

6.5. The cut-off date for the current valuation exercise has been considered as August 21, 2020 ('**Valuation Date**') and market factors have been considered till August 20, 2020.

6.6. There are three approaches as per Valuation Standards 2018 issued by the ICAI and internationally accepted as follows:

(a) "Market" Approach;

(b) "Cost" Approach; and

(c) "Income" Approach.

Market Approach

Under the Market Approach, the valuation is based on the market value of the company in case of listed companies and comparable companies trading or transaction multiples for unlisted companies. The Market Approach generally reflects the investors' perception about the true worth of the company.

Market Price ("MP") Method

Under this method, the market price of an equity share of the company as quoted on a recognized stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded. The market value generally reflects the investors' perception about the true worth of the company.

Comparable Companies Multiple ("CCM") Method

This valuation approach is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. The value is determined on the basis of multiples derived from valuations of comparable companies, as manifest in the stock market valuations of listed companies. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

Comparable Transactions Multiple ("CTM") Method

The valuation is undertaken on the basis of multiples derived from valuations of similar transactions in the industry in the near history. Relevant multiples have to be chosen carefully and adjusted for differences between the circumstances. This valuation approach is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation.

Cost Approach

The Cost Approach, also known as the Asset-based Approach, involves methods of determining a company's value by analyzing the market value of a company's assets.

Net Asset Value ("NAV") Method

The Net Asset Value ("NAV") method under cost approach, consider the assets and liabilities, including intangible assets and contingent liabilities. The net assets, after reducing the dues to the preference shareholders, if any, represent the value of the company or firm. This valuation approach is used where the business requires reasonable amount of capital expenditure and working capital.

Income Approach

The income approach is widely used for valuation under "Going Concern" basis. It focuses on the income generated by the company in the past as well as its future earning capability. The Discounted Cash Flow (DCF) Method under the income approach seeks to arrive at a valuation based on the strength of future cash flows.

Discounted Cash Flow ("DCF") Method

Under the DCF method, the business is valued by discounting its free cash flows for the explicit forecast period and the perpetuity value thereafter. The Free Cash Flows to Firm **("FCFF")** represent the cash available for distribution to the owners as well as lenders of the business and the Free Cash Flows to Equity **("FCFE")** represent the cash available for distribution to the owners of the business. The free cash flows to firm are discounted by the Weighted Average Cost of Capital **("WACC")** and the free cash flows to equity are discounted by the Cost of Equity **("Ke")**. The WACC or Ke, based on an optimal vis-à-vis actual capital structure, is an appropriate rate of discount to calculate the present value of the future cash flows as it considers risk of the firm.

The perpetuity (terminal) value is calculated based on the business's potential for further growth beyond the explicit forecast period. The "Constant Growth Model" is applied, which implies an expected constant level of growth for perpetuity in the cash flows over the last year of the forecast period.

The discounting factor (rate of discounting the future cash flows) reflects not only the time value of money, but also the risk associated with the business's future operations. The Business/Enterprise Value (aggregate of the present value of explicit period and terminal period cash flows) so derived, is further reduced by the value of debt, if any, (net of cash and cash equivalents) to arrive at value to the owners of the business.

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7. Conclusion on Valuation Approach

7.1. In order to consider reasonable methods for the valuation exercise, we have referred to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018 as amended from time to time **('ICDR Regulations')** and the specific information/explanations available of ICICI Lombard and Demerged Undertaking of Bharti AXA. We have considered the following respective methods for the valuation:

ICICI Lombard: Market Price Method under the Market Approach have been considered for valuation of ICICI Lombard as the Company is listed on Indian stock exchange. We considered ICDR Regulations which provide guidelines to estimate the market price.

Further, in a going concern scenario, the relative earning power, as reflected under the Income and Market approaches, is of greater importance, than the values arrived at on the net asset basis being of limited relevance. Therefore, we have not considered Cost approach for valuation since the cost approach does not reflect the intrinsic value of the business in a "going concern scenario".

Further, Discounted Cash Flow Method under the Income Approach has not been considered as ICICI Lombard is a listed entity and the management has not provide us the information related to future profit and loss account, balance sheet and cash flows being price sensitive. Hence, we have not considered the Discounted Cash Flow Method for the valuation of ICICI Lombard.

Demerged Undertaking of Bharti AXA: Comparable Companies Multiple Method ('CCM') and Comparable Transactions Multiple Method ('CTM') under the Market Approach have been considered for the valuation of Demerged Undertaking of Bharti AXA. Further CCM multiple has been adjusted for size, illiquidity etc. The value arrived under both methods, has been adjusted for Residual Undertaking assets and accumulated losses.

Since the Cost Approach does not reflect the intrinsic value of the business in a going concern scenario. Therefore, we have not considered Cost approach for the valuation of Demerged Undertaking of Bharti AXA.

We have not considered the Discounted Cash Flow Method under Income Approach as it is difficult to validate the underlying assumptions for the insurance premium growth potential on account of current and future business mix of insurance products, new insurance products, future insurance claims, future income from investment portfolio etc.

8. Basis of Fair Equity Share Entitlement Ratio

8.1. The basis of the fair equity share entitlement ratio for the Proposed Scheme would have to be determined after taking into consideration all the factors and methods mentioned hereinabove and to arrive at a final value for the shares of each company. It is, however, important to note that in doing so, we are not attempting to arrive at the absolute values, but at their relative values to facilitate the determination of the fair equity share entitlement ratio.

8.2. The fair equity share entitlement ratio has been arrived at on the basis of a relative valuation based on the various approaches/methods explained herein earlier and various qualitative factors relevant to each company / undertaking and the business dynamics and growth potentials of the businesses, having regard to information base, key underlying assumptions and limitations. For this purpose, we have assigned appropriate weights to the values arrived at under each approach/method.

8.3. The equity shares of ICICI Lombard are traded on BSE and NSE. In the present case, the share price of the Company on the NSE has been considered, as the trading volumes are higher at NSE as compared to BSE as per the requirements of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011 guidelines, as applicable, on a recognized stock exchange during the twelve calendar months preceding the relevant date.

8.4. Attention may also be drawn to Regulation 158 of ICDR Regulations which specifies that issue of equity shares to shareholders of an unlisted entity pursuant to a National Company Law Tribunal approved scheme shall conform with the pricing provisions of preferential issue specified under Regulation 164 of the said regulations. Further it may be noted that Regulation 164 specifies the minimum price for issue of shares on a preferential basis. The Pricing Formula provided in Regulations 164 (1) has been considered for arriving at the value per equity share of ICICI Lombard under the market price Method. The market price is considered as higher of following:

(a) average of the weekly high and low of the volume weighted average price during the 26 weeks preceding August 20, 2020; or

(b) average of weekly high and low of the volume weighted average price during the 2 weeks preceding August 20, 2020.

8.5. Further as discussed earlier we have used Comparable Companies Multiples Method and Comparable Transactions Multiple Method under the Market Approach for the valuation of Demerged Undertaking of Bharti AXA. We have given equal weightage to the value arrived using CCM Method and CTM Method for arriving at the value per equity share of Bharti AXA shareholders for the Demerged Undertaking.

8.6. We have independently applied methods discussed above, as considered appropriate, and arrived at their assessment for the fair equity share entitlement. To arrive at the consensus on the fair equity share entitlement ratio for the Proposed Scheme, rounding off have been done in the values.

8.7. As per the Scheme, the swap ratio will not have any impact on account of capital infusion by Bharti AXA during the implementation period i.e. till the scheme become effective, to meet the solvency requirement as per Insurance Regulations.

Further the swap ratio would need appropriate adjustment only for corporate actions such as any stock split, consolidation of shares, bonus share issuances, or issuance of any employee stock options (save and except the Permitted ESOPs) undertaken during the Implementation Period.

9. Conclusion

9.1. In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiments etc. which are not evident from the face of the balance sheets, but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions. For example, Viscount Simon Bd in Gold Coast Selection Trust Ltd. vs. Humphrey reported in 30 TC 209 (House of Lords) and quoted with approval by the Honorable Supreme Court of India in the case reported in 176 ITR 417 as under:

"If the asset takes the form of fully paid shares, the valuation will take into account not only the terms of the agreement but a number of other factors, such as prospective yield, marketability, the general outlook for the type of business of the company which has allotted the shares, the result of a contemporary prospectus offering similar shares for subscription, the capital position of the company, so forth. There may also be an element of value in the fact that the holding of the shares gives control of the company. If the asset is difficult to value, but is nonetheless of a money value, the best valuation possible must be made. Valuation is an art, not an exact science. Mathematical certainty is not demanded, nor indeed is it possible".

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9.2. In the light of the above, and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, in our opinion the fair equity share entitlement ratio in the event of transfer of Demerged Undertaking of Bharti AXA to ICICI Lombard would be as follows (recommendation):

Valuation Approach	Valuation Method	ICICI Lombard		Demerged Undertaking of Bharti AXA	
		Value Per Share (INR)	Weights	Value Per Share (INR)	Weights
Market Approach	MP Method	1,346.85	100%	NA	NA
Market Approach	CCM Method	NA	NA	23.13	50%
Market Approach	CTM Method	NA	NA	23.74	50%
Income Approach	DCF Method	NA	NA	NA	NA
Cost Approach	NAV Method	NA	NA	NA	NA
Relative Value Per Share		**1,346.85**	**100%**	**23.44**	**100%**
Exchange Ratio (Rounded Off)		**2**		**115**	

Note:

1. *NA means Not Adopted / Not Applicable.*
2. *Demerged Undertaking of Bharti AXA is not listed on any Indian Stock Exchange; hence Market Price Method under Market Approach is not used.*
3. *We have not used CCM Method for ICICI Lombard as there is no general insurance private sector listed company listed on Indian stock exchange. There are government run general insurance listed companies, however the business segment and other parameters of those are different than ICICI Lombard. Further we have not considered CTM Method for ICICI Lombard as the transactions happened in unlisted private sector companies which are smaller in business size/operations, market size, deal size and other business specific factors, as compared to ICICI Lombard.*
4. *Discounted Cash Flow Method under Income Approach has not been considered for ICICI Lombard as it is listed on Indian Stock Exchanges and information related to future profit and loss account, balance sheet and cash flows are price sensitive and not made available to us.*

Further Discounted Cash Flow Method has not be considered for the Demerged Undertaking as it is difficult to validate the underlying assumptions for the insurance premium growth potential on account of current and future business mix of insurance products, new insurance products, future insurance claims, future income from investment portfolio etc.

5. *NAV Method under Cost Approach has not been considered since the net asset value does not reflect the intrinsic value of the business in a going concern scenario.*

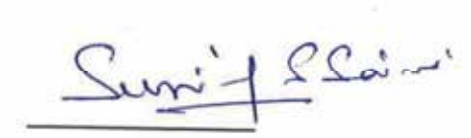
9.3. Recommendation:

Therefore, the following is the recommended Fair Equity Share Entitlement Ratio:

1. 2 equity shares of face value INR 10 each fully paid up of ICICI Lombard for every 115 equity shares of face value of INR 10 each fully paid of Bharti AXA for the transfer of Demerged Undertaking to ICICI Lombard.

Respectfully submitted,

For MSKA & Associates
Chartered Accountants
Firm Reg. No. 105047W





Sunil Kumar Saini
Partner
Membership No.: 503604

UDIN: 20503604AAAACF6847

Valuation Annexures

August 2020

MSKA & Associates
Chartered Accountants
Floor 3, Enterprise Centre, Nehru Road
Near Domestic Airport, Vile Parle (E)
Mumbai – 400099

UDIN: 20503604AAAACF6847 August 21, 2020

To

The Board of Directors
ICICI Lombard General Insurance Company Limited
ICICI Lombard House, 414, Veer Savarkar Marg
Near Siddhivinayak Temple, Prabhadevi
Mumbai- 400025
India

Dear Sir(s)/ Madam(s),

Sub: Valuation Annexures Related to Recommendation of Fair Equity Share Entitlement Ratio for the Proposed Demerger of General Insurance Business Undertaking of Bharti AXA General Insurance Company Ltd and transfer to ICICI Lombard General Insurance Company Ltd, as per the Proposed Scheme of Arrangement.

This is with reference to MSKA & Associates, Chartered Accountants **('MSKA' or 'Us')** report dated August 21, 2020 with UDIN: 20503604AAAACF6847 **('Report')**. Please find enclosed relevant computations based on which our recommendation of the fair equity share entitlement ratio for the Proposed Demerger of General Insurance Business Undertaking **('Demerged Undertaking')** of Bharti AXA General Insurance Company Ltd **('Bharti AXA')** and transfer to ICICI Lombard General Insurance Company Ltd **('ICICI Lombard' or 'the Company' or 'the Client')** (together referred to as 'Companies') was arrived, refer Annexure 1 to 4.

In this connection, we mention that the computations enclosed herewith need to be viewed in conjunction with the Report and the documents referred to in the Report. The recommendation of the equity share entitlement ratio for the proposed demerger was arrived on the approach and methodology detailed in the Report and various qualitative factors relevant to each specific company having regard to the information, management representations, key underlying assumptions and limitations as referred in the Report.

Thanking you,

For MSKA & Associates
Chartered Accountants
Firm Reg. No. 105047W

Sunil Kumar Saini
Partner
Membership No. 503604

Annexure I: Proposed Arrangement and Valuation Summary:

Following is the proposed scheme of arrangement **(referred to as 'Proposed Scheme')** and the valuation date considered is August 21, 2020 **('Valuation Date'),** with all market factors considered till August 20, 2020:

- Demerger of General Insurance Business Undertaking ('Demerged Undertaking') from Bharti AXA General Insurance Company Ltd.
- Transfer of Demerged Undertaking of Bharti AXA to ICICI Lombard General Insurance Company Limited on a going concern basis.
- Under Proposed Scheme, as consideration for the transfer of Demerged Undertaking from Bharti AXA to ICICI Lombard, the equity shareholders of Bharti AXA will be issued equity shares of ICICI Lombard.
- The residual undertaking of Bharti AXA includes immoveable property, brands used by and/or licensed to it and bonds issued by ICICI Bank Limited ("Residual Undertaking").

In this regard, we have been appointed to undertake the valuation to recommend the fair equity share entitlement ratio for the Proposed Scheme.

Summary of Valuation Approaches & Methodologies used for Valuation Exercise:

Name of Company	Market Approach	Cost Approach	Income Approach	Note
ICICI Lombard General Insurance Company Ltd ('ICICI Lombard')	✓	X	X	Refer Note 1
Demerged Undertaking of Bharti AXA General Insurance Company Ltd ('Bharti AXA')	✓	X	X	Refer Note 2

Note 1: Market Price Method under the Market Approach have been considered for valuation of ICICI Lombard as the Company is listed on Indian stock exchange. We considered ICDR Regulations which provide guidelines to estimate the market price (Please refer **Annexure 2** for detailed working of valuation of ICICI Lombard respectively).

We have not used CCM Method for ICICI Lombard as there is no general insurance private sector listed company listed on Indian stock exchange. There are government run general insurance listed companies, however the business segment and other parameters of those are different than ICICI Lombard.
Further we have not considered CTM Method for ICICI Lombard as the transactions happened in unlisted private sector companies which are smaller in business size/operations, market size, deal size and other business specific factors, as compared to ICICI Lombard.

Further, in a going concern scenario, the relative earning power, as reflected under the Income and Market approaches, is of greater importance than the values arrived at on the net asset basis being of limited relevance. Therefore, we have not considered Cost Approach for valuation since the cost approach does not reflect the intrinsic value of the business in a "going concern scenario".

Further Discounted Cash Flow Method under the Income Approach has not been considered as ICICI Lombard is a listed entity and the management has not provide us the information related to future profit and loss account, balance sheet and cash flows being price sensitive. Hence, we have not considered the Discounted Cash Flow Method for the valuation of ICICI Lombard.

Note 2: Demerged Undertaking of Bharti AXA is not listed on any Indian Stock Exchange; hence Market Price Method under Market Approach is not used.

Comparable Companies Multiple Method and Comparable Transactions Multiple Method under the Market Approach have been considered for the valuation of Demerged Undertaking of Bharti AXA. Further CCM multiple has been adjusted for size, illiquidity etc. The value arrived under both methods, has been adjusted for Residual Undertaking assets and accumulated losses. Please refer **Annexure 3 & 4** for detailed valuation working of Demerged Undertaking of Bharti AXA.

Since the Cost Approach does not reflect the intrinsic value of the business in a going concern scenario. Therefore, we have not considered Cost approach for the valuation of Demerged Undertaking of Bharti AXA.

We have not considered the Discounted Cash Flow Method under Income Approach as it is difficult to validate the underlying assumptions for the insurance premium growth potential on account of current and future business mix of insurance products, new insurance products, future insurance claims, future income from investment portfolio etc.

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In the light of the above, and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, in our opinion the fair equity share entitlement ratio in the event of transfer of Demerged Undertaking of Bharti AXA to ICICI Lombard would be as follows (as per the Report):

Valuation Approach	Valuation Method	ICICI Lombard		Demerged Undertaking of Bharti AXA	
		Value Per Share (INR)	Weights	Value Per Share (INR)	Weights
Market Approach	MP Method	1,346.85	100%	NA	NA
Market Approach	CCM Method	NA	NA	23.13	50%
Market Approach	CTM Method	NA	NA	23.74	50%
Income Approach	DCF Method	NA	NA	NA	NA
Cost Approach	NAV Method	NA	NA	NA	NA
Relative Value Per Share		**1,346.85**	**100%**	**23.44**	**100%**
Exchange Ratio (Rounded Off)		**2**		**115**	

Note: NA means not applicable.

Recommendation:

Therefore, the following is the recommended Fair Equity Share Entitlement Ratio:

1. 2 equity shares of face value INR 10 each fully paid up of ICICI Lombard for every 115 equity shares of face value of INR 10 each fully paid of Bharti AXA for the transfer of Demerged Undertaking to ICICI Lombard.

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Annexure 2: Valuation of ICICI Lombard using Market Price Method under Market Approach

Particulars		
Market Price Per Share[1]	INR	1,346.85

[1] *We have considered highest price of NSE for our working, being highest volume and frequently traded at NSE.*

We have considered relevant guidelines of Issue of Capital and Disclosure Requirements (**'ICDR'**) Regulations, 2018, issued by Securities and Exchange Board of India (**'SEBI'**) for the calculation of Market Price Per Share (for Market Price Method) and the relevant extract of ICDR Regulations, 2018 are as follows:

"If the equity shares of the company have been listed on a recognized stock exchange for a period of twenty-six weeks or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- *the average of the weekly high and low of the volume weighted average price **('VWAP')** of the related equity shares quoted on the recognized stock exchange during the twenty-six weeks preceding the relevant date; or*
- *the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date."*

The working for market price under Market Price method is as follows:

Liquidity Analysis

Stock Exchange	Liquidity %	Status	Conclusion
Bombay Stock Exchange **('BSE')**	7.8%	Non-Frequently Traded	Market Price Method is considered appropriate.
National Stock Exchange **('NSE')**	48.3%	Frequently Traded	

Trade Volume Analysis

Stock Exchange	Trade Volume (No. of Shares in Mn)	Conclusion
BSE	35.46	Trade Volume in NSE is higher than BSE
NSE	219.55	

Market Price Analysis

26 Weeks Average High/Low (BSE)	26 Weeks Average High/Low (NSE)	2 Weeks Average High/Low (BSE)	2 Weeks Average High/Low (NSE)	Higher of BSE	Higher of NSE
1,233.24	1,233.26	1,349.15	1,346.85	1,349.15	1,346.85

Note: Please refer Annexure 2.1 & Annexure 2.2 for market price analysis working of BSE and NSE, respectively. Further, we have considered highest price of NSE for our working, being highest volume and frequently traded at NSE. The date of public announcement (relevant date) is August 21, 2020 and market Price for VWAP calculation are considered till immediately preceding the date of the public announcement as traded on the stock exchange i.e. August 20, 2020.

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MSKA & Associates
Chartered Accountants

Annexure 2.1: ICICI Lombard - Market Price Analysis – BSE

Week Ending Date	Weekly High of VWAP	Weekly Low of VWAP	Average of Weekly High Low	26 Weeks Average High/Low (BSE)	2 Weeks Average High/Low (BSE)
20-Aug-20	1,338.88	1,300.22	1,319.55	1,233.24	1,349.15
13-Aug-20	1,396.08	1,361.44	1,378.76		
06-Aug-20	1,381.81	1,310.20	1,346.01		
30-Jul-20	1,319.84	1,290.42	1,305.13		
23-Jul-20	1,332.94	1,280.50	1,306.72		
16-Jul-20	1,267.86	1,251.74	1,259.80		
09-Jul-20	1,287.12	1,280.68	1,283.90		
02-Jul-20	1,276.99	1,235.05	1,256.02		
25-Jun-20	1,293.75	1,255.74	1,274.74		
18-Jun-20	1,359.73	1,282.96	1,321.34		
11-Jun-20	1,304.35	1,292.00	1,298.18		
04-Jun-20	1,312.74	1,270.98	1,291.86		
28-May-20	1,259.07	1,234.91	1,246.99		
21-May-20	1,251.64	1,177.90	1,214.77		
14-May-20	1,318.30	1,235.03	1,276.66		
07-May-20	1,220.93	1,197.39	1,209.16		
30-Apr-20	1,271.85	1,159.05	1,215.45		
23-Apr-20	1,208.87	1,141.33	1,175.10		
16-Apr-20	1,178.36	1,142.30	1,160.33		
09-Apr-20	1,188.80	1,041.05	1,114.92		
02-Apr-20	1,102.47	1,050.54	1,076.51		
26-Mar-20	1,106.55	861.51	984.03		
19-Mar-20	1,118.87	964.25	1,041.56		
12-Mar-20	1,250.50	1,095.30	1,172.90		
05-Mar-20	1,260.59	1,222.59	1,241.59		
27-Feb-20	1,332.01	1,252.67	1,292.34		

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Annexure 2.2: ICICI Lombard - Market Price Analysis – NSE

Week Ending Date	Weekly High of VWAP	Weekly Low of VWAP	Average of Weekly High Low	26 Weeks Average High/Low (NSE)	2 Weeks Average High/Low (NSE)
20-Aug-20	1,328.52	1,299.91	1,314.22	1,233.26	1,346.85
13-Aug-20	1,398.08	1,360.87	1,379.48		
06-Aug-20	1,381.61	1,310.10	1,345.86		
30-Jul-20	1,318.59	1,288.12	1,303.36		
23-Jul-20	1,332.59	1,280.95	1,306.77		
16-Jul-20	1,268.24	1,250.57	1,259.41		
09-Jul-20	1,287.46	1,277.06	1,282.26		
02-Jul-20	1,283.34	1,247.24	1,265.29		
25-Jun-20	1,294.57	1,253.44	1,274.01		
18-Jun-20	1,355.06	1,284.07	1,319.57		
11-Jun-20	1,303.27	1,291.77	1,297.52		
04-Jun-20	1,313.04	1,268.10	1,290.57		
28-May-20	1,258.65	1,235.97	1,247.31		
21-May-20	1,251.75	1,176.63	1,214.19		
14-May-20	1,316.88	1,229.35	1,273.12		
07-May-20	1,218.62	1,206.05	1,212.34		
30-Apr-20	1,275.56	1,167.63	1,221.60		
23-Apr-20	1,201.76	1,140.74	1,171.25		
16-Apr-20	1,177.71	1,142.28	1,160.00		
09-Apr-20	1,180.33	1,047.90	1,114.12		
02-Apr-20	1,103.55	1,049.55	1,076.55		
26-Mar-20	1,119.41	867.95	993.68		
19-Mar-20	1,109.70	969.36	1,039.53		
12-Mar-20	1,255.18	1,102.38	1,178.78		
05-Mar-20	1,255.67	1,219.84	1,237.76		
27-Feb-20	1,323.64	1,248.97	1,286.31		

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Annexure 3: Valuation of Demerged Undertaking of Bharti AXA General Insurance Company Ltd using Comparable Companies Multiple Method under Market Approach

Particulars		
Book Value of Whole Undertaking	INR Mn	7,529.39
Price to Book Value Multiple[1]	Times	6.43x
Equity Value of Whole Undertaking	INR Mn	48,448.44
Less: Assets retained with Bharti AXA	INR Mn	1,603.80
Add: Adjustment for Tax Losses	INR Mn	710.16
Equity Value of Demerged Undertaking	INR Mn	47,554.79
Number of Equity Shares	Mn	2,055.98
Per Equity Share Value of Demerged Undertaking by CCM Method	INR	23.13

[1] *Please refer Annexure 3.1 for CCM multiple working.*

Annexure 3.1: CCM Multiple Working for CCM Method

Price to Book Value Multiple		
ICICI Lombard General Insurance Company Limited	Times	8.58x
Considered	Times	8.58x
Adjusted for Size and Other Factors	%	25%
Adjusted Price to Book Value Multiple	Times	6.43x

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Annexure 4: Valuation of Demerged Undertaking of Bharti AXA General Insurance Company Ltd using Comparable Transactions Multiple Method under Market Approach

Particulars		
Book Value of Whole Undertaking	INR Mn	7,529.39
Price to Book Value Multiple[1]	Times	6.60x
Equity Value of Whole Undertaking	INR Mn	49,693.95
Less: Assets retained with Bharti AXA	INR Mn	1,603.80
Add: Adjustment for Tax Losses	INR Mn	710.16
Equity Value of Demerged Undertaking	INR Mn	48,800.31
Number of Equity Shares	Mn	2,055.98
Per Equity Share Value of Demerged Undertaking by CTM Method	INR	23.74

[1] *Please refer Annexure 4.1 for CTM multiple working.*

Annexure 4.1: CTM Multiple Working for CTM Method

Price to Book Value Multiple		
SBI General Insurance Co. Ltd.	Times	6.70x
IFFCO-Tokio General Insurance Company Ltd.	Times	6.61x
Royal Sundaram General Insurance Co. Ltd	Times	3.68x
ICICI Lombard General Insurance Co Ltd	Times	9.27x
Universal Sompo General Insurance Company Ltd.	Times	2.73x
Median	Times	6.60x

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Valuation Report

August 2020

Tel: +91 22 33321600
Fax: +91 22 2439 3700
www.bdo.in

BDO Valuation Advisory LLP
The Ruby, Level 9, North East Wing
Senapati Bapat Marg, Dadar (W)
Mumbai 400028, India

Ref. No.: LM/Aug211/2020

August 21, 2020

To

The Board of Directors
ICICI Lombard General Insurance Company Limited
ICICI Lombard House, 414, Veer Savarkar Marg
Near Siddhivinayak Temple, Prabhadevi
Mumbai- 400025
India

The Board of Directors
Bharti AXA General Insurance Company Limited
1st Floor, Hosto Centre, No. 43
Miller Road, Vasanth Nagar
Bangalore - 560052
India

Dear Sir(s)/Madam(s),

Sub: Recommendation to Fair Equity Share Entitlement Ratio for the Proposed Demerger of General Insurance Business Undertaking of Bharti AXA General Insurance Company Ltd and transfer to ICICI Lombard General Insurance Company Ltd, as per the Proposed Scheme of Arrangement.

We, BDO Valuation Advisory LLP **('BDO Val' or 'We' or 'Us')**, have been appointed vide letter dated July 16, 2020 to recommend the fair equity share entitlement ratio for the Demerger of General Insurance Business Undertaking **('Demerged Undertaking')** of Bharti AXA General Insurance Company Ltd **('Bharti AXA')** and transfer to ICICI Lombard General Insurance Company Ltd **('ICICI Lombard')** (together referred to as **'Client(s)' or 'Companies'**) on a going concern basis, as per the Proposed Scheme of Arrangement pursuant to provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 **('Proposed Scheme')** .

We are pleased to present herewith our report on the same.

The cut-off date for the present valuation exercise has been considered as at August 21, 2020 **('Valuation Date')** and the market factors have been considered till August 20, 2020. The attached report details the valuation methodologies, calculations and conclusions with respect to this valuation.

We believe that our analysis must be considered as a whole. Selected portions of our analysis or the factors we considered, without considering all factors and analysis together could create a misleading view of the process underlying the valuation conclusions. The preparation of valuation is a complex process and is not necessarily susceptible to partial analysis or summary description. Any attempt to do so could lead to undue emphasis on any particular factor or analysis.

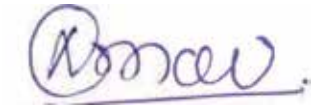
BDO Valuation Advisory LLP, an Indian limited liability partnership firm, is a member of BDO International Limited, a UK company limited by guarantee and forms part of the International BDO network of independent member firms.

This letter should be read in conjunction with the attached report.

Thanking you,

For BDO Valuation Advisory LLP

IBBI No.: IBBI/RV-E/02/2019/103





Lata R Gujar More

IBBI No.: IBBI/RV/06/2018/10488

Partner

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1. Brief Background of the Companies

ICICI Lombard General Insurance Company Limited ('ICICI Lombard')

1.1. ICICI Lombard General Insurance Company Limited is a public listed company incorporated on October 30, 2000 with Corporate Identification Number L67200MH2000PLC129408. Its registered office is situated at ICICI Lombard House, 414, Veer Savarkar Marg, Near Siddhivinayak Temple, Prabhadevi, Mumbai, Maharashtra 400025, India. ICICI Lombard is registered as a general insurance company with Insurance Regulatory and Development Authority of India **("IRDAI")** and is engaged in providing non-life insurance products to its customers. Its equity shares are listed on the National Stock Exchange of India Limited **('NSE')** and the BSE Limited **('BSE')**.

1.2. The issued, subscribed and paid-up equity share capital of ICICI Lombard as at June 30, 2020 stood at INR 4,544.7 Mn, comprising of 45,44,74,954 equity shares of face value INR 10 each, and the summarized shareholding pattern as on the Valuation Date is as follows:

Name of Shareholders	No. of Equity Shares	Holding %
I. Promoter		
ICICI Bank Limited	**23,58,43,806**	**51.9%**
II. Public		
Institutions	18,46,89,325	40.6%
Non-Institutions	3,39,41,823	7.5%
Total Public Group	**21,86,31,148**	**48.1%**
Total	**45,44,74,954**	**100.0%**

Bharti AXA General Insurance Company Limited ('Bharti AXA')

1.3. Bharti AXA is a public limited company incorporated on July 13, 2007 with Corporate Identification Number U66030KA2007PLC043362. Its registered office is situated at #43, 1st floor, Hosto Centre, Opp. Imperial Hotel, Millers Road, Vasanth Nagar, Bangalore, Karnataka- 560052, India. Bharti AXA is registered as a general insurance company with IRDAI and is engaged in providing non-life insurance products to its customers.

1.4. The issued, subscribed and paid-up equity share capital of Bharti AXA as at June 30, 2020 stood at INR 20,559.8 Mn, comprising of 2,05,59,81,216 equity shares of face value INR 10 each, and the summarized shareholding pattern as on the Valuation Date is as follows:

Name of Shareholders	No. of Equity Shares	Holding %
I. Promoter Group		
Bharti General Ventures Pvt Ltd	1,04,85,50,416	51.0%
AXA Group	1,00,74,30,795	49.0%
Others	5	0.0%
Total Promoter Group	**2,05,59,81,216**	**100.0%**
Total	**2,05,59,81,216**	**100.0%**

2. Purpose of Valuation

2.1. We understand that following is the proposed scheme of arrangement:

- Demerger of General Insurance Business Undertaking ('Demerged Undertaking') from Bharti AXA General Insurance Company Ltd.
- Under Proposed Scheme, as consideration for the transfer of Demerged Undertaking from Bharti AXA to ICICI Lombard, the equity shareholders of Bharti AXA will be issued equity shares of ICICI Lombard.
- Transfer of Demerged Undertaking of Bharti AXA to ICICI Lombard General Insurance Company Limited on a going concern basis.
- The residual undertaking of Bharti AXA includes immoveable property, brands used by and/or licensed to it and bonds issued by ICICI Bank Limited ("Residual Undertaking").

Companies under the Proposed Scheme and their respective shareholders will comply with the provisions of section 230 to 232 and other relevant provisions of the Companies Act, 2013, along with the applicable provisions of Securities and Exchange Board of India **('SEBI')**, IRDAI and Reserve Bank of India **('RBI')** - if any.

2.2. In this regard, we have been appointed to undertake the valuation to recommend the fair equity share entitlement ratio for the Proposed Scheme.

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3. Exclusions and Limitations

3.1. Our report is subject to the limitations detailed hereinafter. This report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

3.2. This report and the information contained herein are absolutely confidential and are intended for the use of management and representatives of the companies for providing select information and only in connection with the purpose mentioned above or for sharing with shareholders, creditors, Regional Directors, Registrar of Companies, National Company Law Tribunal and office of other regulatory or statutory authorities. It should not be copied, disclosed, circulated, quoted or referred to, either in whole or in part, in correspondence or in discussion with any other person except to whom it is issued without our written consent. In the event, the companies or their management or their representatives intend to extend the use of this report beyond the purpose mentioned earlier in the report, with or without our consent, we will not accept any responsibility to any other party to whom this report may be shown or who may acquire a copy of the report.

3.3. The scope of our assignment did not involve us performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information that was provided and used by us during the course of our work. The assignment did not involve us to conduct the financial or technical feasibility study. We have not done any independent technical valuation or appraisal or due diligence or legal title search of the assets or liabilities of the Companies or any of its subsidiaries (if any) or associated companies (if any) and have considered them at the value as disclosed by the Companies in their regulatory filings or in submissions, oral or written, made to us.

3.4. In rendering this report, we have not provided legal, regulatory, tax, accounting or actuarial advice and accordingly we do not assume any responsibility or liability in respect thereof.

3.5. Any matters related to legal title and ownership are outside the purview and scope of this valuation exercise. Further, no legal advice regarding the title and ownership of the subject property has been obtained while conducting this valuation exercise. Valuation may be significantly influenced by adverse legal, title or ownership, encumbrance issues.

3.6. This report is based on the information received from the sources mentioned herein and discussions with the representatives of the companies. We have assumed that no information has been withheld that could have influenced the purpose of our report.

3.7. We have assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to us or used by us, we have assumed that the same are not misleading and do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations or liabilities of the companies. Nothing has come to our knowledge to indicate that the material provided to us was mis-stated or incorrect or would not afford reasonable grounds upon which to base our report.

3.8. During the course of our work, we have relied upon the certain opinion documents made available by the management and representatives of the Client. Though we have reviewed it, we have not independently verified the same. As these opinions/assumptions require the exercise of judgment and are subject to uncertainties, there can be no assurance that these assumptions are accurate.

3.9. For the present valuation exercise, we have also relied upon information available in the public domain; however, the accuracy and timeliness of the same has not been independently verified by us.

3.10. In addition, we do not take any responsibility for any changes in the information used by us to arrive at our conclusion as set out here in which may occur subsequent to the date of our report or by virtue of fact that the details provided to us are incorrect or inaccurate.

3.11. Further, this report is necessarily based on financial, economic, monetary, market and other conditions as in effect on, and the information made available to us or used by us up to, the date hereof. Subsequent developments in the aforementioned conditions may affect this report and the assumptions made in preparing this report and we shall not be obliged to update, revise or reaffirm this report if the information provided to us changes.

3.12. We have arrived at a relative value based on our analysis. Any transaction price may however be significantly different and would depend on the negotiating ability and motivations of the respective buyers and sellers in the transaction.

3.13. Valuation is not a precise science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. There is therefore no indisputable single value. While we have provided an assessment of the value based on an analysis of information available to us and within the scope of our engagement, others may place a different value on this business.

3.14. Valuation is based on estimates of future financial performance or opinions, which represent reasonable expectations taking into consideration the economic, social and market patterns existing at that point in time but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, a particular event will occur or that a particular price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis will vary from these estimates and the variations may be material.

3.15. Whilst all reasonable care has been taken to ensure that the factual statements in the report are accurate, neither us, nor any of our partners, officers or employees shall in any way be liable or responsible either directly or indirectly for the contents stated herein. Accordingly, we make no representation or warranty, express or implied, in respect of the completeness, authenticity or accuracy of such factual statements. We expressly disclaim any and all liabilities, which may arise based upon the information used in this report. We are not liable to any party in relation to the issue of this report.

3.16. BDO Val owes responsibility to only the Boards of Directors of ICICI Lombard and Bharti AXA; with reference to terms of engagement letter and nobody else. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other to the Clients. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the Companies, their directors, employees or agents. In no circumstances shall the liability of a Valuer, its partners, its directors or employees, relating to the services provided in connection with the engagement set out in this Report shall exceed the amount paid to such Valuer in respect of the fees charged by it for these services.

3.17. The recommendation(s) rendered in this Report only represent our recommendation(s) based upon information furnished by the Clients (or its representatives) and other sources and the said recommendation(s) shall be considered to be in the nature of non-binding advice, (our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors). We have no obligation to update this Report.

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4. Sources of Information

4.1. For the purpose of undertaking this valuation exercise, we have relied on the following sources of information provided by the management representatives of the Client:

- Audited financial statements of ICICI Lombard and Bharti AXA for the financial years ('FY') ended March 31, 2020;
- Auditor Reviewed Financials of ICICI Lombard for the quarter ended June 30, 2020;
- Carved out Balance Sheet of Demerged Undertaking of Bharti AXA as on April 1, 2020 and June 30, 2020;
- Provisional Financials of Bharti AXA for the quarter ended June 30, 2020;
- Relevant explanation/information provided by Bharti AXA on financials for June 30, 2020;
- Information related to shareholding pattern of ICICI Lombard and Bharti AXA respectively;
- Details of contingent liabilities of Bharti AXA and its current status;
- Relevant data and information provided to us by the representatives of ICICI Lombard and Bharti AXA either in written or oral form or in form of soft copy;
- Information provided by leading database sources (proprietary databases subscribed by us or our network firm), market research reports and other published data (including NSE and BSE);
- Draft of proposed scheme of arrangement.

5. Procedures Adopted

5.1. In connection with this exercise, we have adopted the following procedures to carry out the valuation:

- Requested and received financial and qualitative information;
- Obtained data available in public domain;
- Undertook industry analysis such as researching publicly available market data including economic factors and industry trends that may impact the valuation. Further, analysis of key trends and valuation multiples of comparable companies was undertaken.
- Discussion with the management to understand the business and fundamental factors.
- Selection of valuation methodologies as per internationally accepted valuation methodologies.
- For the purpose of arriving at the valuation, we have considered the valuation base as 'Fair Value'. Our valuation, and this report, is based on the premise of going concern value. Any change in the valuation base, or the premise could have significant impact on our valuation exercise, and therefore, this Report.
- Valuation of Demerged Undertaking is arrived based on the total value arrived of Bharti AXA and then adjusted for Residual Undertaking assets and accumulated losses.

- The Company has been provided with the opportunity to review the draft Report (excluding the recommended fair equity share entitlement ratio) as part of our standard practice to make sure that factual inaccuracies/omissions are avoided in our final Report.

6. Valuation Approaches

6.1. The Proposed Scheme contemplates the transfer of Demerged Undertaking of Bharti AXA to ICICI Lombard under sections 230 to 232 and other relevant provisions of the Companies Act, 2013. Arriving at the fair equity share entitlement ratio for the Proposed Scheme would require determining the relative values. These values are to be determined independently but on a relative basis, and without considering the effect of the Proposed Scheme.

6.2. It is pertinent to note that the valuation of any company or its undertaking or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made numerous assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the companies. In addition, this valuation will fluctuate with changes in prevailing market conditions, and prospects, financial and otherwise, of the Companies, and other factors which generally influence the valuation of companies and their assets.

6.3. The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

6.4. It may be noted that BDO Valuation Advisory LLP is enrolled with IOV Registered Valuers Foundation, which has recommended to follow IVS for undertaking valuation. We have given due cognizance to the same in carrying out the valuation exercise.

6.5. We have considered the International Valuation Standards issued by International Valuation Standards Council (**'IVS'**).

6.6. The cut-off date for the current valuation exercise has been considered as August 21, 2020 (**'Valuation Date'**) and market factors have been considered till August 21, 2020.

6.7. There are three generally accepted approaches to valuation:

(a) "Market" Approach;

(b) "Cost" Approach; and

(c) "Income" Approach.

Market Approach

Under the Market Approach, the valuation is based on the market value of the company in case of listed companies and comparable companies trading or transaction multiples for unlisted companies. The Market Approach generally reflects the investors' perception about the true worth of the company.

Market Price ("MP") Method

Under this method, the market price of an equity share of the company as quoted on a recognized stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded. The market value generally reflects the investors' perception about the true worth of the company.

Comparable Companies Multiples ("CCM") Method

Under the Comparable Companies Multiple ('CCM') method, the value is determined on the basis of multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

To the value of the business so arrived, adjustments need to be made for the value of contingent assets/liabilities, surplus asset and dues payable to preference shareholders, if any, in order to arrive at the value for equity shareholders.

Comparable Transactions Multiples ("CTM") Method

Under the Comparable Transactions Multiple ('CTM') method, the value of a company can be estimated by analyzing the prices paid by purchasers of similar companies under similar circumstances. This is a valuation method where one will be comparing recent market transactions in order to gauge current valuation of target company. Relevant multiples have to be chosen carefully and adjusted for differences between the circumstances. This valuation approach is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation.

Cost Approach

The Cost Approach, also known as the Asset-based Approach, involves methods of determining a company's value by analyzing the market value of a company's assets.

Summation Method

The summation method, also referred to as the underlying asset method, is typically used for investment companies or other types of assets or entities for which value is primarily a factor of the values of their holdings. This valuation approach is mainly used in case where the assets base dominates earnings capability.

Income Approach

The income approach is widely used for valuation under "Going Concern" basis. It focuses on the income generated by the company in the past as well as its future earning capability. The Discounted Cash Flow (DCF) Method under the income approach seeks to arrive at a valuation based on the strength of future cash flows.

Discounted Cash Flow ("DCF") Method

Under the DCF method, the business is valued by discounting its free cash flows for the explicit forecast period and the perpetuity value thereafter. The Free Cash Flows to Firm **("FCFF")** represent the cash available for distribution to the owners as well as lenders of the business and the Free Cash Flows to Equity **("FCFE")** represent the cash available for distribution to the owners of the business. The free cash flows to firm are discounted by the Weighted Average Cost of Capital **("WACC")** and the free cash flows to equity are discounted by the Cost of Equity **("Ke")**. The WACC or Ke, based on an optimal vis-à-vis actual capital structure, is an appropriate rate of discount to calculate the present value of the future cash flows as it considers risk of the firm.

The perpetuity (terminal) value is calculated based on the business's potential for further growth beyond the explicit forecast period. The "Constant Growth Model" is applied, which implies an expected constant level of growth for perpetuity in the cash flows over the last year of the forecast period.

The discounting factor (rate of discounting the future cash flows) reflects not only the time value of money, but also the risk associated with the business's future operations. The Business/Enterprise Value (aggregate of the present value of explicit period and terminal period cash flows) so derived, is further reduced by the value of debt, if any, (net of cash and cash equivalents) to arrive at value to the owners of the business.



7. Conclusion on Valuation Approach

7.1. In order to consider reasonable methods for the valuation exercise, we have referred to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018 as amended from time to time **('ICDR Regulations')** and the specific information/explanations available of ICICI Lombard and Demerged Undertaking of Bharti AXA. We have considered the following respective methods for the valuation:

ICICI Lombard: Market Price Method under the Market Approach have been considered for valuation of ICICI Lombard as the Company is listed on Indian stock exchange. We considered ICDR Regulations which provide guidelines to estimate the market price.

Further, in a going concern scenario, the relative earning power, as reflected under the Income and Market approaches, is of greater importance to the basis of amalgamation, than the values arrived at on the net asset basis being of limited relevance. Therefore, we have not considered Cost approach for valuation since the cost approach does not reflect the intrinsic value of the business in a "going concern scenario".

Further, Discounted Cash Flow Method under the Income Approach has not been considered as ICICI Lombard is a listed entity and the management has not provide us the information related to future profit and loss account, balance sheet and cash flows being price sensitive. Hence, we have not considered the Discounted Cash Flow Method for the valuation of ICICI Lombard.

Demerged Undertaking of Bharti AXA: Comparable Companies Multiple Method ('CCM') and Comparable Transactions Multiple Method ('CTM') under the Market Approach have been considered for the valuation of Demerged Undertaking of Bharti AXA. Further CCM multiple has been adjusted for size, illiquidity etc. The value arrived under both methods, has been adjusted for Residual Undertaking assets and accumulated losses.

Since the Cost Approach does not reflect the intrinsic value of the business in a going concern scenario. Therefore, we have not considered Cost approach for the valuation of Demerged Undertaking of Bharti AXA.



We have not considered the Discounted Cash Flow Method under Income Approach as it is difficult to validate the underlying assumptions for the insurance premium growth potential on account of current and future business mix of insurance products, new insurance products, future insurance claims, future income from investment portfolio etc.

8. Basis of Fair Equity Share Entitlement Ratio

8.1. The basis of the fair equity share entitlement ratio for the Proposed Scheme would have to be determined after taking into consideration all the factors and methods mentioned hereinabove and to arrive at a final value for the shares of each company. It is, however, important to note that in doing so, we are not attempting to arrive at the absolute values, but at their relative values to facilitate the determination of the fair equity share entitlement ratio.

8.2. The fair equity share entitlement ratio has been arrived at on the basis of a relative valuation based on the various approaches/methods explained herein earlier and various qualitative factors relevant to each company / undertaking and the business dynamics and growth potentials of the businesses, having regard to information base, key underlying assumptions and limitations. For this purpose, we have assigned appropriate weights to the values arrived at under each approach/method.

8.3. The equity shares of ICICI Lombard are traded on BSE and NSE. In the present case, the share price of the Company on the NSE has been considered, as the trading volumes are higher at NSE as compared to BSE as per the requirements of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011 guidelines, as applicable, on a recognized stock exchange during the twelve calendar months preceding the relevant date.

8.4. Attention may also be drawn to Regulation 158 of ICDR Regulations which specifies that issue of equity shares to shareholders of an unlisted entity pursuant to a National Company Law Tribunal approved scheme shall conform with the pricing provisions of preferential issue specified under Regulation 164 of the said regulations. Further it may be noted that Regulation 164 specifies the minimum price for issue of shares on a preferential basis. The Pricing Formula provided in Regulations 164 (1) has been considered for arriving at the value per equity share of ICICI Lombard under the Market Price Method. The market price is considered as higher of following:

(a) average of the weekly high and low of the volume weighted average price during the 26 weeks preceding August 20, 2020; or

(b) average of weekly high and low of the volume weighted average price during the 2 weeks preceding August 20, 2020.

8.5. Further as discussed earlier we have used Comparable Companies Multiples Method and Comparable Transactions Multiple Method under the Market Approach for the valuation of Demerged Undertaking of Bharti AXA. We have given equal weightage to the value arrived using CCM Method and CTM Method for arriving at the value per equity share of Bharti AXA shareholders for the Demerged Undertaking.

8.6. We have independently applied methods discussed above, as considered appropriate, and arrived at their assessment for the fair equity share entitlement. To arrive at the consensus on the fair equity share entitlement ratio for the Proposed Scheme, rounding off have been done in the values.

8.7. As per the Scheme, the swap ratio will not have any impact on account of capital infusion by Bharti AXA during the implementation period i.e. till the scheme become effective, to meet the solvency requirement as per Insurance Regulations.

Further the swap ratio would need appropriate adjustment only for corporate actions such as any stock split, consolidation of shares, bonus share issuances, or issuance of any employee stock options (save and except the Permitted ESOPs) undertaken during the Implementation Period.

Conclusion

9.1. In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiments etc. which are not evident from the face of the balance sheets, but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions. For example, Viscount Simon Bd in Gold Coast Selection Trust Ltd. vs. Humphrey reported in 30 TC 209 (House of Lords) and quoted with approval by the Honorable Supreme Court of India in the case reported in 176 ITR 417 as under:

"If the asset takes the form of fully paid shares, the valuation will take into account not only the terms of the agreement but a number of other factors, such as prospective yield, marketability, the general outlook for the type of business of the company which has allotted the shares, the result of a contemporary prospectus offering similar shares for subscription, the capital position of the company, so forth. There may also be an element of value in the fact that the holding of the shares gives control of the company. If the asset is difficult to value, but is nonetheless of a money value, the best valuation possible must be made. Valuation is an art, not an exact science. Mathematical certainty is not demanded, nor indeed is it possible".

9.2. In the light of the above, and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, in our opinion the fair equity share entitlement ratio in the event of transfer of Demerged Undertaking of Bharti AXA to ICICI Lombard would be as follows (recommendation):

Valuation Approach	Valuation Method	ICICI Lombard		Demerged Undertaking of Bharti AXA	
		Value Per Share (INR)	Weights	Value Per Share (INR)	Weights
Market Approach	MP Method	1,346.85	100%	NA	NA
Market Approach	CCM Method	NA	NA	23.13	50%
Market Approach	CTM Method	NA	NA	23.74	50%
Income Approach	DCF Method	NA	NA	NA	NA
Cost Approach	Summation Method	NA	NA	NA	NA
Relative Value Per Share		**1,346.85**	**100%**	**23.44**	**100%**
Exchange Ratio (Rounded Off)		**2**		**115**	

Note:

1. *NA means Not Adopted / Not Applicable.*
2. *Demerged Undertaking of Bharti AXA is not listed on any Indian Stock Exchange; hence Market Price Method under Market Approach is not used.*
3. *We have not used CCM Method for ICICI Lombard as there is no general insurance private sector listed company listed on Indian stock exchange. There are government run general insurance listed companies, however the business segment and other parameters of those are different than ICICI Lombard. Further we have not considered CTM Method for ICICI Lombard as the transactions happened in unlisted private sector companies which are smaller in business size/operations, market size, deal size and other business specific factors, as compared to ICICI Lombard.*
4. *Discounted Cash Flow Method under Income Approach has not been considered for ICICI Lombard as it is listed on Indian Stock Exchanges and information related to future profit and loss account, balance sheet and cash flows are price sensitive and not made available to us.*

Further Discounted Cash Flow Method has not be considered for the Demerged Undertaking as It is difficult to validate the underlying assumptions for the insurance premium growth potential on account of current and future business mix of insurance products, new insurance products, future insurance claims, future income from investment portfolio etc.

5. *Summation Method under Cost Approach has not been considered since the net asset value does not reflect the intrinsic value of the business in a going concern scenario.*

9.3. Recommendation:

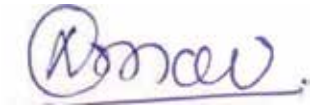
Therefore, the following is the recommended Fair Equity Share Entitlement Ratio:

1. 2 equity shares of face value INR 10 each fully paid up of ICICI Lombard for every 115 equity shares of face value of INR 10 each fully paid of Bharti AXA for the transfer of Demerged Undertaking to ICICI Lombard.

Respectfully submitted,

For BDO Valuation Advisory LLP

IBBI No.: IBBI/RV-E/02/2019/103





Lata R Gujar More

IBBI No. IBBI/RV/06/2018/10488

Partner



Valuation Annexures

August 2020

Ref. No.: LM/Aug211/2020 August 21, 2020

To

The Board of Directors
ICICI Lombard General Insurance Company Limited
ICICI Lombard House, 414, Veer Savarkar Marg
Near Siddhivinayak Temple, Prabhadevi
Mumbai- 400025
India

The Board of Directors
Bharti AXA General Insurance Company Limited
1st Floor, Hosto Centre, No. 43
Miller Road, Vasanth Nagar
Bangalore - 560052
India

Dear Sir(s)/ Madam(s),

Sub: Valuation Annexures Related to Recommendation of Fair Equity Share Entitlement Ratio for the Proposed Demerger of General Insurance Business Undertaking of Bharti AXA General Insurance Company Ltd and transfer to ICICI Lombard General Insurance Company Ltd, as per the Proposed Scheme of Arrangement.

This is with reference to BDO Valuation Advisory LLP **('BDO Val' or 'Us')** report dated August 21, 2020 via reference no Ref. No.: LM/Aug211/2020 **('Report')**. Please find enclosed relevant computations based on which our recommendation of the fair equity share entitlement ratio for the Proposed Demerger of General Insurance Business Undertaking **('Demerged Undertaking')** of Bharti AXA General Insurance Company Ltd **('Bharti AXA')** and transfer to ICICI Lombard General Insurance Company Ltd **('ICICI Lombard' or 'the Company' or 'the Client')** (together referred to as 'Companies') was arrived, refer Annexure 1 to 4.

In this connection, we mention that the computations enclosed herewith need to be viewed in conjunction with the Report and the documents referred to in the Report. The recommendation of the equity share entitlement ratio for the proposed demerger was arrived on the approach and methodology detailed in the Report and various qualitative factors relevant to each specific company having regard to the information, management representations, key underlying assumptions and limitations as referred in the Report.

Thanking you,

For BDO Valuation Advisory LLP
IBBI No.: IBBI/RV-E/02/2019/103

Lata R Gujar More
IBBI No.: IBBI/RV/06/2018/10488
Partner

Annexure I: Proposed Arrangement and Valuation Summary:

Following is the proposed scheme of arrangement **(referred to as 'Proposed Scheme')** and the valuation date considered is August 21, 2020 **('Valuation Date')**, with all market factors considered till August 20, 2020:

- Demerger of General Insurance Business Undertaking ('Demerged Undertaking') from Bharti AXA General Insurance Company Ltd.
- Under Proposed Scheme, as consideration for the transfer of Demerged Undertaking from Bharti AXA to ICICI Lombard, the equity shareholders of Bharti AXA will be issued equity shares of ICICI Lombard.
- Transfer of Demerged Undertaking of Bharti AXA to ICICI Lombard General Insurance Company Limited on a going concern basis.
- The residual undertaking of Bharti AXA includes immoveable property, brands used by and/or licensed to it and bonds issued by ICICI Bank Limited ("Residual Undertaking").

Companies under the Proposed Scheme and their respective shareholders will comply with the provisions of section 230 to 232 and other relevant provisions of the Companies Act, 2013, along with the applicable provisions of Securities and Exchange Board of India ('SEBI'), IRDAI and Reserve Bank of India ('RBI') - if any.

In this regard, we have been appointed to undertake the valuation to recommend the fair equity share entitlement ratio for the Proposed Scheme.

Summary of Valuation Approaches & Methodologies used for Valuation Exercise:

Name of Company	Market Approach	Cost Approach	Income Approach	Note
ICICI Lombard General Insurance Company Ltd ('ICICI Lombard')	✓	X	X	Refer Note 1
Demerged Undertaking of Bharti AXA General Insurance Company Ltd ('Bharti AXA')	✓	X	X	Refer Note 2

Note 1: Market Price Method under the Market Approach have been considered for valuation of ICICI Lombard as the Company is listed on Indian stock exchange. We considered ICDR Regulations which provide guidelines to estimate the market price (Please refer **Annexure 2** for detailed working of valuation of ICICI Lombard respectively).

We have not used CCM Method for ICICI Lombard as there is no general insurance private sector listed company listed on Indian stock exchange. There are government run general insurance listed companies, however the business segment and other parameters of those are different than ICICI Lombard. Further we have not considered CTM Method for ICICI Lombard as the transactions happened in unlisted private

sector companies which are smaller in business size/operations, market size, deal size and other business specific factors, as compared to ICICI Lombard.

Further, in a going concern scenario, the relative earning power, as reflected under the Income and Market approaches, is of greater importance than the values arrived at on the net asset basis being of limited relevance. Therefore, we have not considered Cost Approach for valuation since the cost approach does not reflect the intrinsic value of the business in a "going concern scenario".

Further Discounted Cash Flow Method under the Income Approach has not been considered as ICICI Lombard is a listed entity and the management has not provide us the information related to future profit and loss account, balance sheet and cash flows being price sensitive. Hence, we have not considered the Discounted Cash Flow Method for the valuation of ICICI Lombard.

Note 2: Demerged Undertaking of Bharti AXA is not listed on any Indian Stock Exchange; hence Market Price Method under Market Approach is not used.

Comparable Companies Multiple Method and Comparable Transactions Multiple Method under the Market Approach have been considered for the valuation of Demerged Undertaking of Bharti AXA. Further CCM multiple has been adjusted for size, illiquidity etc. The value arrived under both methods, has been adjusted for Residual Undertaking assets and accumulated losses. Please refer **Annexure 3 & 4** for detailed valuation working of Demerged Undertaking of Bharti AXA.

Since the Cost Approach does not reflect the intrinsic value of the business in a going concern scenario. Therefore, we have not considered Cost approach for the valuation of Demerged Undertaking of Bharti AXA.

We have not considered the Discounted Cash Flow Method under Income Approach as it is difficult to validate the underlying assumptions for the insurance premium growth potential on account of current and future business mix of insurance products, new insurance products, future insurance claims, future income from investment portfolio etc.

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In the light of the above, and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, in our opinion the fair equity share entitlement ratio in the event of transfer of Demerged Undertaking of Bharti AXA to ICICI Lombard would be as follows (as per the Report):

Valuation Approach	Valuation Method	ICICI Lombard		Demerged Undertaking of Bharti AXA	
		Value Per Share (INR)	Weights	Value Per Share (INR)	Weights
Market Approach	MP Method	1,346.85	100%	NA	NA
Market Approach	CCM Method	NA	NA	23.13	50%
Market Approach	CTM Method	NA	NA	23.74	50%
Income Approach	DCF Method	NA	NA	NA	NA
Cost Approach	NAV Method	NA	NA	NA	NA
Relative Value Per Share		**1,346.85**	**100%**	**23.44**	**100%**
Exchange Ratio (Rounded Off)		**2**		**115**	

Note: NA means not applicable.

Recommendation:

Therefore, the following is the recommended Fair Equity Share Entitlement:

1. 2 equity shares of face value INR 10 each fully paid up of ICICI Lombard for every 115 equity shares of face value of INR 1 0 each fully paid of Bharti AXA for the transfer of Demerged Undertaking to ICICI Lombard.
2. Based on above recommendation, 3,57,56,195 equity shares of face value INR 10 each fully paid up of ICICI Lombard will be issued for 2,05,59,81,216 equity shares of face value of INR 10 each fully paid of Bharti AXA for the transfer of Demerged Undertaking to ICICI Lombard.

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Annexure 2: Valuation of ICICI Lombard using Market Price Method under Market Approach

Particulars		
Market Price Per Share[1]	INR	1,346.85

[1] We have considered highest price of NSE for our working, being highest volume and frequently traded at NSE.

We have considered relevant guidelines of Issue of Capital and Disclosure Requirements (**'ICDR'**) Regulations, 2018, issued by Securities and Exchange Board of India (**'SEBI'**) for the calculation of Market Price Per Share (for Market Price Method) and the relevant extract of ICDR Regulations, 2018 are as follows:

"If the equity shares of the company have been listed on a recognized stock exchange for a period of twenty-six weeks or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- *the average of the weekly high and low of the volume weighted average price **('VWAP')** of the related equity shares quoted on the recognized stock exchange during the twenty-six weeks preceding the relevant date; or*
- *the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date."*

The working for market price under Market Price method is as follows:

Liquidity Analysis

Stock Exchange	Liquidity %	Status	Conclusion
Bombay Stock Exchange **('BSE')**	7.8%	Non-Frequently Traded	Market Price Method is considered appropriate.
National Stock Exchange **('NSE')**	48.3%	Frequently Traded	

Trade Volume Analysis

Stock Exchange	Trade Volume (No. of Shares in Mn)	Conclusion
BSE	35.46	Trade Volume in NSE is higher than BSE
NSE	219.55	

Market Price Analysis

26 Weeks Average High/Low (BSE)	26 Weeks Average High/Low (NSE)	2 Weeks Average High/Low (BSE)	2 Weeks Average High/Low (NSE)	Higher of BSE	Higher of NSE
1,233.24	1,233.26	1,349.15	1,346.85	1,349.15	1,346.85

Note: Please refer Annexure 2.1 & Annexure 2.2 for market price analysis working of BSE and NSE respectively. Further, we have considered highest price of NSE for our working, being highest volume and frequently traded at NSE. The date of public announcement (relevant date) is August 21, 2020 and market Price for VWAP calculation are considered till immediately preceding the date of the public announcement as traded on the stock exchange i.e. August 20, 2020.

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Annexure 2.1: ICICI Lombard - Market Price Analysis – BSE

Week Ending Date	Weekly High of VWAP	Weekly Low of VWAP	Average of Weekly High Low	26 Weeks Average High/Low (BSE)	2 Weeks Average High/Low (BSE)
20-Aug-20	1,338.88	1,300.22	1,319.55	1,233.24	1,349.15
13-Aug-20	1,396.08	1,361.44	1,378.76		
06-Aug-20	1,381.81	1,310.20	1,346.01		
30-Jul-20	1,319.84	1,290.42	1,305.13		
23-Jul-20	1,332.94	1,280.50	1,306.72		
16-Jul-20	1,267.86	1,251.74	1,259.80		
09-Jul-20	1,287.12	1,280.68	1,283.90		
02-Jul-20	1,276.99	1,235.05	1,256.02		
25-Jun-20	1,293.75	1,255.74	1,274.74		
18-Jun-20	1,359.73	1,282.96	1,321.34		
11-Jun-20	1,304.35	1,292.00	1,298.18		
04-Jun-20	1,312.74	1,270.98	1,291.86		
28-May-20	1,259.07	1,234.91	1,246.99		
21-May-20	1,251.64	1,177.90	1,214.77		
14-May-20	1,318.30	1,235.03	1,276.66		
07-May-20	1,220.93	1,197.39	1,209.16		
30-Apr-20	1,271.85	1,159.05	1,215.45		
23-Apr-20	1,208.87	1,141.33	1,175.10		
16-Apr-20	1,178.36	1,142.30	1,160.33		
09-Apr-20	1,188.80	1,041.05	1,114.92		
02-Apr-20	1,102.47	1,050.54	1,076.51		
26-Mar-20	1,106.55	861.51	984.03		
19-Mar-20	1,118.87	964.25	1,041.56		
12-Mar-20	1,250.50	1,095.30	1,172.90		
05-Mar-20	1,260.59	1,222.59	1,241.59		
27-Feb-20	1,332.01	1,252.67	1,292.34		

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Annexure 2.2: ICICI Lombard - Market Price Analysis – NSE

Week Ending Date	Weekly High of VWAP	Weekly Low of VWAP	Average of Weekly High Low	26 Weeks Average High/Low (NSE)	2 Weeks Average High/Low (NSE)
20-Aug-20	1,328.52	1,299.91	1,314.22	1,233.26	1,346.85
13-Aug-20	1,398.08	1,360.87	1,379.48		
06-Aug-20	1,381.61	1,310.10	1,345.86		
30-Jul-20	1,318.59	1,288.12	1,303.36		
23-Jul-20	1,332.59	1,280.95	1,306.77		
16-Jul-20	1,268.24	1,250.57	1,259.41		
09-Jul-20	1,287.46	1,277.06	1,282.26		
02-Jul-20	1,283.34	1,247.24	1,265.29		
25-Jun-20	1,294.57	1,253.44	1,274.01		
18-Jun-20	1,355.06	1,284.07	1,319.57		
11-Jun-20	1,303.27	1,291.77	1,297.52		
04-Jun-20	1,313.04	1,268.10	1,290.57		
28-May-20	1,258.65	1,235.97	1,247.31		
21-May-20	1,251.75	1,176.63	1,214.19		
14-May-20	1,316.88	1,229.35	1,273.12		
07-May-20	1,218.62	1,206.05	1,212.34		
30-Apr-20	1,275.56	1,167.63	1,221.60		
23-Apr-20	1,201.76	1,140.74	1,171.25		
16-Apr-20	1,177.71	1,142.28	1,160.00		
09-Apr-20	1,180.33	1,047.90	1,114.12		
02-Apr-20	1,103.55	1,049.55	1,076.55		
26-Mar-20	1,119.41	867.95	993.68		
19-Mar-20	1,109.70	969.36	1,039.53		
12-Mar-20	1,255.18	1,102.38	1,178.78		
05-Mar-20	1,255.67	1,219.84	1,237.76		
27-Feb-20	1,323.64	1,248.97	1,286.31		

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Annexure 3: Valuation of Demerged Undertaking of Bharti AXA General Insurance Company Ltd using Comparable Companies Multiple Method under Market Approach

Particulars		
Book Value of Whole Undertaking	INR Mn	7,529.39
Price to Book Value Multiple[1]	Times	6.43x
Equity Value of Whole Undertaking	INR Mn	48,448.44
Less: Assets retained with Bharti AXA	INR Mn	1,603.80
Add: Adjustment for Tax Losses	INR Mn	710.16
Equity Value of Demerged Undertaking	INR Mn	47,554.79
Number of Equity Shares	Mn	2,055.98
Per Equity Share Value of Demerged Undertaking by CCM Method	INR	23.13

[1] *Please refer Annexure 3.1 for CCM multiple working.*

Annexure 3.1: CCM Multiple Working for CCM Method

Price to Book Value Multiple		
ICICI Lombard General Insurance Company Limited	Times	8.58x
Considered	Times	8.58x
Adjusted for Size and Other Factors	%	25%
Adjusted Price to Book Value Multiple	Times	6.43x

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Annexure 4: Valuation of Demerged Undertaking of Bharti AXA General Insurance Company Ltd using Comparable Transactions Multiple Method under Market Approach

Particulars		
Book Value of Whole Undertaking	INR Mn	7,529.39
Price to Book Value Multiple[1]	Times	6.60x
Equity Value of Whole Undertaking	INR Mn	49,693.95
Less: Assets retained with Bharti AXA	INR Mn	1,603.80
Add: Adjustment for Tax Losses	INR Mn	710.16
Equity Value of Demerged Undertaking	INR Mn	48,800.31
Number of Equity Shares	Mn	2,055.98
Per Equity Share Value of Demerged Undertaking by CTM Method	INR	23.74

[1] *Please refer Annexure 4.1 for CTM multiple working.*

Annexure 4.1: CTM Multiple Working for CTM Method

Price to Book Value Multiple		
SBI General Insurance Co. Ltd	Times	6.70x
IFFCO-Tokio General Insurance Company Ltd	Times	6.61x
Royal Sundaram General Insurance Co. Ltd	Times	3.68x
ICICI Lombard General Insurance Co Ltd	Times	9.27x
Universal Sompo General Insurance Company Ltd	Times	2.73x
Median	Times	6.60x

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Ernst & Young Merchant Banking Services LLP
Block B2, 5th Floor,
Nirlon Knowledge Park, Off Western
Express Mumbai Highway,
Goregaon,
Mumbai - 400063, India.

Tel: +91 22 61920217
ey.com

21 August 2020

The Audit Committee / The Board of Directors
ICICI Lombard General Insurance Company Limited
414, Veer Savarkar Marg, Near Siddhivinayak Temple,
Prabhadevi, Mumbai,
Maharashtra – 400025, India

Sub: Fairness opinion on the share entitlement ratio recommended by the independent valuer for proposed demerger of insurance undertaking of Bharti AXA General Insurance Company Limited into ICICI Lombard General Insurance Company Limited

Dear Sir/Madam,

We refer to our engagement letter whereby Ernst & Young Merchant Banking Services LLP (hereinafter referred to as "we" or "EY") was appointed by ICICI Lombard General Insurance Company Limited (hereinafter referred to as "you" or "ICICI Lombard" or the "Company") to provide a fairness opinion on the share entitlement ratio recommended by the independent valuer for demerger of insurance undertaking ("Demerged Undertaking") of Bharti AXA General Insurance Company Limited ("BAGICL") into ICICI Lombard.

SCOPE AND PURPOSE OF THIS REPORT

We understand that Company is evaluating demerger of the Demerged Undertaking of BAGICL into ICICI Lombard ("Proposed Transaction"). The shareholders of BAGICL would receive equity shares of ICICI Lombard in proportion to their shareholding in BAGICL (not in exchange of, but in addition to shares in BAGICL) at a share entitlement ratio determined by Independent Valuer, MSKA & Associates ("MSKA" or "Independent Valuer"). In this connection, management of the Company ("Management") has engaged EY to submit a report on fairness opinion on the share entitlement ratio ("Purpose").

This report is our deliverable in respect of the above engagement.

Demerged Undertaking consists of general insurance business of the BAGICL including activities, operations, assets, investments, rights, approvals, licenses and powers, leasehold rights and all its debts, outstanding, liabilities, duties, obligations and employees pertaining to the general insurance

business, but excluding certain identified assets (i.e. specified office premises, ICICI Bonds, Bonds of Troubled Companies, brands/right to use brands and any other assets and/or liabilities that may so be mutually determined by the Boards of the BAGICL and ICICI Lombard).

BAGICL and ICICI Lombard are hereinafter together referred to as "Companies". The Demerged Undertaking and ICICI Lombard are together referred to as "Valuation Subjects".

The scope of our services is to provide fairness opinion on share entitlement ratio based on relative valuation, for a non-cash deal.

This report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

This report has been issued only for the purpose of facilitating the proposed transfer and should not be used for any other purpose.

SOURCES OF INFORMATION

In connection with this exercise, we have received the following information from the Management:

- Independent Valuer's report titled "Draft Report - Project Hugo"
- Publicly available information for ICICI Lombard and BAGICL.
- Unaudited Carved-out financial statements of Demerged Undertaking for financial year ended 31 March 2020.
- Unaudited Carved-out financial statements of Demerged Undertaking for 3 months period ended 30 June 2020
- Financial projections of Demerged Undertaking from 1 April 2020 to 31 March 2030, including Management's estimates of possible synergies from the Proposed Transaction
- Draft scheme of demerger
- Background information provided through emails or during discussions.

We have also obtained further explanations and information considered reasonably necessary for our exercise, from the Management.

PROCEDURES ADOPTED

- Discussions with the Management for understanding the business and fundamental factors that affect the earning-generating capability of Demerged Undertaking and ICICI Lombard.
- For the Demerged Undertaking, projected financial statements were reviewed and discussed with the Management to obtain requisite explanations on assumptions supporting the projections.
- Reviewed the share entitlement ratio arrived by the Independent Valuer and had discussion to seek clarifications
- Undertook alternative calculations.

STATEMENT OF LIMITING CONDITIONS

Provision of fairness opinions and consideration of the issues described herein are areas of our regular valuation practice. The services do not represent accounting, assurance, accounting / tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.

Fairness opinion analysis and result are specific to the purpose of fairness opinion and are based on latest available financial statements of Valuation Subjects. It may not be valid for any other Purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.

In accordance with our Engagement Agreement and in accordance with the customary approach adopted in fairness opinion exercises, we have not audited the historical financial information provided to us. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the financial statements.

The fairness report assumes that the Valuation Subjects comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that it will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this fairness report has given no consideration to the following matters –

- Matters of a legal nature, including issues of legal title and compliance with local laws, and
- Litigation and any other contingent liabilities that are not recorded in the audited/unaudited balance sheet of the Valuation Subjects.

EY is not aware of any contingency, commitment or material issue which could materially affect respective Valuation Subjects' economic environment and future performance and therefore, the fair value of respective Valuation Subjects' business. No effort has been made to determine the possible

effect, if any, on the subject business due to future central, state or local legislation, including any environmental or ecological matters or interpretations thereof.

The COVID-19 (SARS-CoV-2) ("Covid") is presenting potentially significant impact upon economic activity and certain businesses. We understand that business plan provided by the Management captures their best judgement assessment / impact of Covid on the business.

The opinion rendered in this report only represent the opinion of EY based upon information furnished by the Management and other sources and the said opinion shall be considered advisory in nature.

We were entitled to rely upon the information provided by the Management without detailed inquiry. Also, we have been given to understand by the Management that it has made sure that no relevant and material factors have been omitted or concealed or given inaccurately by people assigned to provide information and clarifications to us for this exercise and that it has checked out relevance or materiality of any specific information to the present exercise with us in case of any doubt. We have assumed that the information provided to us presents a fair image of the Valuation Subjects. Accordingly, we assume no responsibility for any errors in the above information furnished by the Management and their impact on the present exercise. Also, we assume no responsibility for technical information furnished by Management and believed to be reliable.

The fairness opinion is not intended to represent opinion at any time other than report date. We have no obligation to update this fairness report. Changes in market/industry conditions at a different date could result in opinions of value substantially different than those presented.

The financial forecasts used in the preparation of the Report reflects Management's judgment, based on present circumstances, as to the most likely set of conditions and the course of action it is most likely to take. It is usually the case that some events and circumstances do not occur as expected or are not anticipated. Therefore, actual results during the forecast period will almost always differ from the forecasts and as such differences may be material.

No enquiry into Valuation Subjects' claim to title of assets or property has been made for the purpose of this fairness opinion. With regard to Valuation Subjects' claims to title of assets or property, we have relied solely on representations, whether verbal or otherwise, made by the Management to us for the purpose of this report. We have not verified such representations against any title documents or any agreements evidencing right or interest in or over such assets or property, and have assumed Valuation Subjects' claim to such rights, title or interest as valid for the purpose of this report. No information has been given to us about liens or encumbrances against the assets, if any, beyond the

loans disclosed in the accounts. Accordingly, no due diligence into any right, title or interest in property or assets was undertaken and no responsibility is assumed in this respect or in relation to legal validity of any such claims.

Our report is not nor should it be construed as our recommending the transfer or opining or certifying the compliance of the proposed transfer with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such proposed transfer.

The fee for the report is not contingent upon the results reported.

We owe responsibility to only the Board of Directors of the Company and nobody else.

We do not accept any liability to any third party in relation to the issue of this report, and our report is conditional upon an express indemnity from the Company in our favor holding us harmless from and against any cost, damage, expense and other consequence in connection with the provision of this report.

Neither the report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties without our prior written consent. However, the report can be used for filing with regulatory authorities as part of the demerger proceedings. In addition, we express no opinion or recommendation as to how the shareholders of the Company should vote at any shareholders' meeting(s) / postal ballot to be held in connection with the transfer.

This report is subject to the laws of India.

BACKGROUND OF THE COMPANIES

ICICI Lombard provides various general insurance products in India such as fire, marine, motor, health, personal accident etc. These products are provided through a wide variety of distribution channels like individual agents, corporate agents, banks, brokers, digital and direct sales. For financial year ended 31 March 2020, ICICI Lombard reported gross written premium (GWP) and net written premium (NEP) of ₹ 133,128 Mn and ₹ 94,035 Mn respectively. It is listed on Bombay Stock Exchange (BSE) and National Stock Exchange of India Limited (NSE) and has its registered office at Mumbai, India. The shareholding pattern of the Company as at 30 June 2020 is given below:

Particulars	No. of shares held	% holding
ICICI Bank Limited	23,58,43,806	51.9
Institutions	18,46,89,325	40.6
Non-Institutions	3,39,41,823	7.5
Total	**45,44,74,954**	**100.0**

Source: BSE India

BAGICL provides various general insurance products in India. For financial year ended 31 March 2020, BAGICL reported GWP and NEP of ₹ 31,342 and ₹ 18,297 respectively. It has its registered office at Mumbai, India. The shareholding pattern of BAGICL as at 30 June 2020 is given below:

Particulars	No. of shares held	% holding
Bharti General Ventures Private Limited	1,048,550,416	51.0
Societe Beaujon (AXA Group)	1,007,430,795	49.0
Others	5	0.0
Total	**2,05,59,81,216**	**100.0**

Source: Management

APPROACH - BASIS OF FAIRNESS OPINION

To determine the value of the Valuation Subjects, we have considered following approaches:

A. Market approach

The Market approach measures value based on what other purchasers in the market have paid for assets that can be considered reasonably similar to those being valued.

a) Market Price Method

The market price of an equity share quoted on a stock exchange is normally considered as fair value when the shares are regularly traded.

ICICI Lombard: ICICI Lombard's equity shares are listed on NSE and BSE in India and are well traded. Hence, we have considered the Market price approach for our valuation analysis.

Demerged Undertaking: BAGICL is not listed on any recognised stock exchange in India. Hence, market price method is not applicable.

b) Comparable Companies' Multiple (CCM) method and Comparable Transactions' Multiple (CTM) method

Under this method, equity value is arrived at by using multiples derived from valuations of comparable companies, as manifest through either stock market valuations of listed companies or transaction valuations of comparable companies, which were considered to be taken place between informed buyers and informed sellers.

We have used CTM method for valuation of Demerged Undertaking, considering transactions in non-life insurance segment in India and adjusting for control premium, change in tax rate etc.

B. Income approach

The income approach determines the value of a business based on its ability to generate desired economic benefit for the owners.

Discounted Cash Flows (DCF) method:

Under the DCF method the projected free cash flows to equityholders are discounted at the cost of equity to arrive at equity value. Typically, investors expect a premium to invest in equity vis-à-vis debt instruments considering higher risk associated with equity investments.

We have used DCF method based on the business plan provided by the Management and assuming a portion of Management's estimated synergies from Proposed Transaction to materialize.

C. Asset approach

The asset approach seeks to determine the value based on the value of its assets. The value under Asset approach is not appropriate to value companies on a going concern basis.

Also, the Price to Book (P/B) multiple used under the market approach can be considered to be capturing the net assets in the business and returns thereof.

Our choice of methodology of valuation in our alternative workings has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature in this sector.

VALUER'S RECOMMENDATION

The Independent Valuer has recommended a share entitlement ratio of 2 (Two) equity shares of ICICI Lombard of ₹10 each fully paid up for every 115 (One hundred and fifteen) equity share of BAGICL of ₹10 each fully paid up.

OUR OPINION

Based on our Independent Valuer's report, our alternative calculation and on consideration of all the relevant factors and circumstances, we believe that the share entitlement ratio recommended by the Independent Valuer is fair.

It should be noted that we have examined only the fairness of the share entitlement ratio from financial perspective only and have not examined any other matter including economic rationale of the transfer per se or accounting and tax matters involved in the Proposed Transaction.

Yours faithfully,



Amish Mehta
Partner
Ernst and Young Merchant Banking Services LLP

DISCLOSURE DOCUMENT

This is a disclosure document ("Disclosure Document") prepared solely in connection with the Scheme of Arrangement amongst Bharti AXA General Insurance Company Limited (the "Company" or "Demerged Company" or "Bharti AXA") and ICICI Lombard General Insurance Company Limited ("Resulting Company" or "ICICI Lombard") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (the "Act"), applicable provisions of the Insurance Act, 1938 (read with the rules and regulations framed thereunder) (the "Insurance Act"), and all other applicable rules and regulations, hereinafter referred to as the "Scheme". This Disclosure Document discloses applicable information of the unlisted company i.e., Bharti AXA General Insurance Company Limited, in compliance with the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended ("SEBI Circular").

This document is prepared by the Resulting Company to comply with the requirements of Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular, setting out details in relation to the Demerged Company and in accordance with the disclosures required to be made in the format specified for an abridged prospectus in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, to the extent applicable.

THIS DISCLOSURE DOCUMENT CONTAINS 10 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

The equity shares of Bharti AXA are not listed on any stock exchanges in India or overseas. Bharti AXA has issued and allotted 350 (Three Hundred and Fifty) rated, listed, unsecured, subordinated, fully paid-up, redeemable, non-convertible debentures of face value of INR 10,00,000 (Indian Rupees Ten Lakhs only) amounting to INR 35,00,00,000 (Indian Rupees Thirty Five Crores only) ("**NCDs**") on April 30, 2019, on a private placement basis. The NCDs are currently held by Bharti AXA Life Insurance Company Limited. The NCDs are listed on the debt segment of National Stock Exchange of India Limited.

The equity shares of the Resulting Company are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (hereinafter collectively referred as "**Stock Exchanges**"). The Resulting Company has issued and allotted 4,850 (Four Thousand Eight Hundred and Fifty) unsecured, subordinated, fully paid-up, listed, redeemable and non-convertible debentures of face value of INR 10,00,000 (Indian Rupees Ten Lakhs only) amounting to INR 4,85,00,00,000 (Indian Rupees Four Hundred and Eighty Five Crores only). The NCDs are listed on the debt segment of BSE and NSE.

Pursuant to the Scheme, it is proposed to transfer the general insurance business of the Demerged Company (i.e. the business of providing non-life insurance products and related services pursuant to registration number 0139 issued by the Insurance Regulatory and Development Authority of India ("**IRDAI**") on June 27, 2008) ("**General Insurance Business**" or "**Demerged Undertaking**") from the Demerged Company into the Resulting Company by way of a demerger, on a going concern basis in accordance with applicable law.

The Scheme is subject to approvals of relevant regulatory authorities, such as, among others, the Competition Commission of India ("**CCI**"), the SEBI/Stock Exchanges, the National Company Law Tribunal ("**NCLT**") and the IRDAI. The Scheme has received the approval from (a) CCI, vide its letter dated November 2, 2020 and its certified true copy of the detailed order no. C-2020/09/773 dated December 11, 2020; (b) an in-principle approval from IRDAI under Section 35 to 37 of the Insurance Act, 1938 read with IRDA (Scheme of Amalgamation and Transfer of General Insurance Business) Regulations, 2011, vide its letter No. 459/F&A(NL)/ Demerger/BhartiAXA-ICICILombard/278 dated November 27, 2020 and (c) Observation letter no. DCS/AMAL/JR/R37/1831/2020-21 dated November 2, 2020 of BSE and observation letter no. NSE/LIST/24678_II dated November 3, 2020 of NSE, enabling the Resulting Company to file the draft Scheme with NCLT.

This Disclosure Document dated January 14, 2021 should be read together with the Scheme and the notice sent to the shareholders of the Resulting Company.

Bharti AXA General Insurance Company Limited

Registered & Corporate Office:	1902, 19th Floor, Parinee Crescenzo, 'G' Block, Bandra Kurla Complex, BKC Road, Bandra East, Bandra Suburban, Mumbai 400 051				
Contact Person:	Amit Raheja	**Telephone:**		+91 99104 10032	
E-mail:	amit.raheja@bhartiaxa.com	**Website:**	www.bharti-axagi.co.in	**CIN:**	U66030MH2007PLC351131

PROMOTERS OF THE DEMERGED COMPANY

Bharti General Ventures Private Limited ("Bharti")

and

Societe Beaujon

You may also download the Disclosure Document along with the Scheme and other relevant documents from the websites of the Resulting Company (www.icicilombard.com) and the Stock Exchanges (i.e., www.bseindia.com and www.nseindia.com), where the equity shares of the Resulting Company are listed.

SCHEME DETAILS, LISTING AND PROCEDURE

Scheme Details:

The Scheme between Bharti AXA and ICICI Lombard and their respective shareholders and creditors is pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "**Act**") and Sections 35 to 37 and other applicable provisions of the Insurance Act read with Section 2(19AA) and other applicable provisions of the Income-tax Act, 1961 and the rules, regulations, guidelines, notifications, circulars and orders prescribed thereunder, in each case as amended from time to time (the "**IT Act**").

The Scheme provides for the following:

a. the transfer by way of a demerger of the Demerged Undertaking of the Demerged Company to the Resulting Company on a going concern basis, and the consequent issue of shares by the Resulting Company to the shareholders of the Demerged Company, as consideration; and

b. various other matters consequential or otherwise integrally connected therewith.

Upon the Scheme becoming effective, the entire General Insurance Business of the Demerged Company shall be transferred to and vested in the Resulting Company on a going concern basis, including, without limitation all undertakings, activities, operations, assets, investments, rights, approvals, licenses and powers, leasehold rights and all its debts, outstandings, liabilities, duties, obligations and employees, in each case pertaining to the Demerged Company but excluding at all times the Residual Undertaking as defined on page 5 below.

Upon the Scheme becoming effective, in consideration of vesting of the Demerged Undertaking of the Demerged Company in the Resulting Company, the Resulting Company shall, without any further application, act or deed, issue and allot 3,57,56,194 equity shares of Resulting Company of INR 10 each fully paid up to be issued to Bharti (1,82,35,659 equity shares) and Societe Beaujon (1,75,20,535 equity shares) in the proportion of their shareholding as on the date on which the Scheme is approved by the respective Boards of the Demerged Company and the Resulting Company.

The Appointed Date for the Scheme is April 1, 2020.

Unless otherwise defined, capitalised terms used but not defined in this section shall have the same meaning assigned to such terms in the Scheme. For further details, please refer to the Scheme.

Listing:

Upon the Scheme becoming effective, as consideration for the demerger, the shareholders of Bharti AXA (i.e., Bharti and Societe Beaujon) shall be issued and allotted 3,57,56,194 fully paid up equity shares of ICICI Lombard of face value of INR 10 each.

The above equity shares so issued and allotted by the Resulting Company pursuant to the Scheme shall be listed and admitted to trading on the Stock Exchanges, subject to the Resulting Company obtaining the required approvals within the timelines prescribed under the applicable laws.

Procedure:

The issue of equity shares of ICICI Lombard is made only to the shareholders of Bharti AXA in accordance with the Scheme and there is no public offer of securities. Hence, the procedure with respect to General Information Document (GID) is not applicable to this Disclosure Document.

ELIGIBILITY FOR THE ISSUE

Given the issuance is pursuant to the Scheme, the eligibility criteria of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, relating to a public offering of securities are not applicable for the issuance of equity shares by ICICI Lombard to the shareholders of Bharti AXA under the Scheme.

INDICATIVE TIMETABLE

The listing of equity shares of Resulting Company to be issued to the shareholders of Bharti AXA shall be subject to approval of the Scheme by IRDAI, CCI, the shareholders of the Resulting Company and NCLT, observation letters of the SEBI/Stock Exchanges, receipt of listing and trading approvals from the Stock Exchanges and such other approvals as may be required. Given that the Scheme requires approval of various regulatory authorities, the time frame cannot be established with certainty. For details of approvals received from CCI and IRDAI and the observation letters of the SEBI/Stock Exchanges, please see page 1 of this Disclosure Document.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk. Specific attention of the readers is invited to the sections titled "**Scheme Details, Listing and Procedure**" and "**Internal Risk Factors**" on pages 2 and 8 respectively of this Disclosure Document.

PRICE INFORMATION OF BOOK RUNNING LEAD MANAGER ("BRLM")

Not Applicable

Name of BRLM and contact details (telephone and email id) of each BRLM: Not Applicable	**Statutory Auditors of the Demerged Company:** a. Singhi & Co., Chartered Accountants (Firm's Registration No. 302049E) and b. M P Chitale & Co., Chartered Accountants (Firm's Registration No. 101851W)
Syndicate Members: Not Applicable	**Registrar:** Not Applicable
Credit Rating Agency: Not Applicable	**Non-Syndicate Registered Broker:** Not Applicable
Debenture Trustee: Not Applicable	**Self Certified Syndicate Banks:** Not Applicable

PROMOTERS OF THE DEMERGED COMPANY

The Company was promoted in 2007 and is a joint venture between Bharti General Ventures Private Limited and Societe Beaujon with 51% and 49% shareholding respectively.

A. Bharti General Ventures Private Limited ("Bharti"):

Bharti is a company incorporated under the Companies Act, 1956 on August 1, 2007 and existing under the laws of Companies Act, 2013 with Corporate Identification Number (CIN) U74140DL2007PTC293108, having its registered office situated at Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi -110070. Bharti General Ventures Private Limited is a part of Bharti Group (Bharti Enterprises), which is one of India's leading business groups with diversified interests in telecom, financial services, real estate, hospitality, agriculture and food.

Bharti Enterprises (Holding) Private Limited (50%) and Bharti Overseas Private Limited (50%) are equity shareholders of Bharti.

Societe Beaujon:

Societe Beaujon was incorporated on November 26, 1963 and its registered office is situated at 21 Avenue Matignon, 75008 Paris. Societe Beaujon is a simplified joint stock company and wholly owned by AXA SA ("**AXA**").

AXA, is a part of AXA Group, a worldwide leader in insurance and asset management, with approximately 160,000 employees serving 108 million clients in 57 countries. AXA, a societe anonyme (public limited company) is organised under the laws of France and is the publicly traded parent company of the AXA Group. The AXA Group comprises of AXA, together with its subsidiaries. The principal trading market for AXA's ordinary shares is the regulated market Euronext in Paris (Compartment A). Given that the AXA Group is headquartered in Paris, France, its supervision is based to a significant extent on European Union directives and regulations and on the French regulatory system. AXA's principal regulators in France are the Autorité des marchés financiers, which is the financial markets regulator, and the Autorité de contrôle prudentiel et de résolution, which is the insurance and financial services regulator.

The AXA Group's principal business activities are of (re)insurance and asset management. AXA operates in seven segments (France, Europe, Asia, AXA XL, the United States, International and Transversal & Central Holdings) and offers a broad range of Life & Savings, Property & Casualty, Health, Asset Management and Banking products and expertise. AXA competes with insurance companies and also with banks, asset management companies, investment advisers and other financial institutions.

On December 31, 2019, AXA's fully paid up and issued share capital amounted to Euros 5,536,521,831.67 divided into 2,417,695,123 ordinary shares, each with a par value of Euros 2.29. The table below summarises the ownership of AXA's issued outstanding ordinary shares and related voting rights as on December 31, 2019 as per AXA's annual report:

Particulars	Number of shares	% of capital ownership	% of voting rights[1]
Mutuelles AXA[2]	349,441,956	14.45%	24.21%
Employees and agents	103,450,594	4.28%	6.09%
Treasury shares held directly by the Company	31,102,295	1.29%	[1.09%][3]
Treasury shares held by Company subsidiaries[4]	240,194	0.01%	[0.01%][3]
General public	1,933,460,084	79.97%	68.60%
TOTAL	**2,417,695,123**[5]	**100.00%**	**100.00%**

No shareholder held more than 5% of AXA's share capital or voting rights on December 31, 2019 except as indicated in the table above.

BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY

Bharti AXA is a joint venture between the Bharti Group and AXA Group. The joint venture came into effect on July 13, 2007. Bharti AXA has pan-India presence through its 167 branches as at December 31, 2020 and currently offers its products and services in the following lines of business:

I. General Insurance Business:

Bharti AXA offers its products and services in the following lines of business:

Motor Insurance: It includes both Private and Commercial vehicles insuring the Own Damage and Third Party Liability insurance risks.

Health & Personal Accident Insurance: It includes Individual Health, Group Health, Travel Insurance and Personal Accident

Marine Insurance: It consists of Marine Cargo.

Property Insurance: It includes Commercial, Industry, Residential and SME Property.

Construction & Engineering Insurance: It includes annual and long term policies.

Liability Insurance: It includes Commercial General Liability, Director's and Officer's Liability, Employees Compensation, Cyber Insurance, Crime Insurance and Professional Liability insurance

Agriculture or Crop Insurance: It includes both Kharif and Rabi Season crops

1 In this table, voting rights' percentages are calculated on the basis that all outstanding ordinary shares are entitled to voting rights, notwithstanding the fact that certain of these shares may be deprived of voting rights by law or otherwise (for example, treasury shares are deprived of voting rights under French law).

2 AXA Assurances IARD Mutuelle (11.57% of capital ownership and 19.33% of voting rights) and AXA Assurances Vie Mutuelle (2.88% of capital ownership and 4.88% of voting rights)

3 These shares will be entitled to vote when they cease to be treasury shares (e.g. upon their sale or other transfer to an unaffiliated third party)

4 Treasury shares as indicated in Note 13 "Shareholders' equity and minority interests" in Part 5 – "Consolidated Financial Statements" of AXA's Annual Report (available at - https://www-axa-com.cdn.axa-contento-118412.eu/www-axa-com%2F90abd6c7-80c4-48ef-84bf-1d038670d9b7_axa-urd2019-en.pdf). As of December 31, 2019, AXA and its subsidiaries owned 31.3 million AXA shares, representing 1.3% of the share capital.

5 Source: Euronext Notice of January 9, 2020 referred to in AXA's Annual Report (available at - https://www-axa-com.cdn.axa-contento-118412.eu/www-axa-com%2F90abd6c7-80c4-48ef-84bf-1d038670d9b7_axa-urd2019-en.pdf)

II. Residual Undertaking

In addition to the above, the Company has / owns:

a) the office premises located at 'Unit No.1901 & 1904, 19th floor, Parinee Crescenzo, Plot No C 38 & C-39, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 053' which is owned by the Demerged Company, along with all underlying lease/licence agreements

b) the following non convertible debentures issued by ICICI Bank Ltd. and held by the Demerged Company:

   i. non convertible debentures bearing ISIN number INE090A08TZ5 for an amount of INR 35,00,00,000 at 8.55 % coupon,

   ii. non convertible debentures bearing ISIN number INE090A08TW2 for an amount of INR 20,00,00,000 at 9.20 % coupon, and

   iii. non convertible debentures bearing ISIN number INE090A08UC2 issued by for an amount of INR 25,00,00,000 at 9.90 % coupon

c) all brands, trademarks, logos, and other intellectual property containing either or both of the words "Bharti" and "Axa" or any derivatives thereof, along with all right, privileges and entitlements to use such brands and all related assets and / or liabilities;

d) intellectual property owned by Bharti and/ or AXA and licensed to, or being used by the Company (including but not limited to the domain name of the Company)

e) all employees, probationers, permanent employees, temporary employees, trainees and other persons employed by the Demerged Company on its payrolls, other than Transferring Employees; and

f) any other assets and/or, liabilities which may arise in connection with the foregoing;
(collectively, referred to as the "**Residual Undertaking**")

g) The Residual Undertaking will not get transferred from the Demerged Company to the Resulting Company pursuant to the Scheme.

Business Strategy

The Board of Directors of the Demerged Company and Resulting Company, on August 21, 2020, approved the Scheme by which the General Insurance Business of the Demerged Company will be vested into the Resulting Company and the Residual Undertaking will be retained by the Demerged Company by way of a demerger pursuant to the Scheme. The demerger is in the commercial interest of the Demerged Company and the Resulting Company.

For further details, please refer to section titled "**Objects/Rationale of the Scheme**" on page 6 of this Disclosure Document.

BOARD OF DIRECTORS

Sr. No.	Name	DIN No.	Designation	Experience including current/past position held in other firms
1.	Rakesh Bharti Mittal	00042494	Chairman & Non-Executive Director	Rakesh Bharti Mittal holds directorships in 19 companies. Rakesh served as the President of CII for the year 2018-19. He has been the Chair of several CII Councils and Committees at the National level. Rakesh also served as the Honorary Consul for Republic of Sierra Leone in India from 2014 to 2020.
2.	Akhil Kumar Gupta	00028728	Non-Executive Director	Akhil Kumar Gupta is the Vice Chairman of Bharti Group and Executive Chairman of Bharti Infratel Limited. He has been closely associated with Bharti Group for over 20 years. His experience with the Bharti Group includes strategic planning, financial decisions, mergers and acquisitions and business performance related issues of the group.
3.	Harjeet Kohli	07575784	Non-Executive Director	Harjeet Kohli has over 20 years of work experience as a business and finance professional and a product specialist across equity, financing and markets space, both as a banker to large corporates as also as an issuer/corporate. He serves as a Director on the boards of Bharti Enterprises Limited, Bharti AXA Life Insurance Company Limited, Bharti AXA General Insurance Company Limited, Bharti Realty Limited, Centum Workskills India Limited, amongst others.

BOARD OF DIRECTORS				
Sr. No.	**Name**	**DIN No.**	**Designation**	**Experience including current/past position held in other firms**
4.	Rajesh Sud	02395182	Non-Executive Director	Rajesh Sud is the Managing Director of Bharti Life Ventures Private Limited. He was a founder member of Max Life Insurance since 2000. He took over as CEO & Managing Director of Max Life Insurance in 2008. Mr. Sud led Max Life Insurance as its Executive Vice Chairman and Managing Director till December 2018 and was also the Chairman of Max Bupa Health Insurance and Max Skill First, a training and skilling company.
5.	Jean Drouffe	07373856	Non-Executive Director	Jean Drouffe has served as Director of the Company since January 2016. In addition to this, Jean is currently the Strategic Development Officer for Malaysia & Vietnam and the Chief Executive Officer of AXA Insurance (Singapore). Jean joined AXA in 2000.
6.	Marc Audrin	08420079	Non-Executive Director	Marc Audrin is the Chief Risk and Technical Officer of AXA's International and New Markets business unit. He has over 25 years' experience in Financial Services focussing on Finance (including as CFO of AXA Japan and AXA Italy) and Risk.
7.	Garance Wattez-Richard	08451601	Non-Executive Director	Garance Wattez-Richard has over 20 years of experience in Economics, Financial Analysis, Strategy Consulting, Asset Management, Public Relations, Public Affairs, Corporate and Financial Research Marketing, Geopolitics International Relations and Insurance. She founded and heads the AXA Emerging Customers business.
8.	Bharat S Raut	00066080	Independent Director	Bharat S Raut has more than 42 years of experience in the fields of accountancy and law. He was a Partner in Sharp and Tannan & Price Waterhouse and a Founding Partner in B S R & Co. and B S R & Associates. He is a practicing lawyer since 2006.
9.	Jitender Balakrishnan	00028320	Independent Director	Jitender Balakrishnan has wide experience in sectors like Banking, Oil and Gas, Refineries, Power, Telecom, Airports, Roads, Ports, Steel, Cement, fertilizers, Petrochemicals, Hotel, Pharmaceuticals, paper. He has served as a member on Board of Directors of IDBI Bank Ltd. and all Board Sub Committees, Board of Directors of various Corporate in different sectors such as Telecom, Steel, Textile, Fertiliser, Infrastructure, Housing Finance, Asset Reconstruction.
10.	Uma Relan	07087902	Independent Director	Uma Relan specializes in Consumer Credit and spent about 33 years with Citigroup working in multiple geographies, various banking disciplines and diverse product groups. She worked in Dubai for 6 years as head of credit for the Gulf region where she successfully launched the first credit card portfolio in UAE.
11.	Sanjeev S.	07644073	CEO & MD	Sanjeev S comes with over 20 years of experience spanning life and general insurance, manufacturing and logistics. Joined Bharti AXA from ICICI Lombard where he was heading marketing, bancassurance and e-business. He has worked with companies such as Fullerton India Credit, ING Life Insurance, Mahindra & Mahindra, Xerox India Limited and DHL Worldwide.

OBJECTS / RATIONALE OF THE SCHEME

Rationale for demerger of the General Insurance Business of Demerged Company into the Resulting Company:

The demerger of the General Insurance Business of Demerged Company into the Resulting Company shall provide the below mentioned benefits:

(i) Demerger is in the commercial interest of the Demerged Company and the Resulting Company, given as part of the demerger, the Demerged Company wants to retain, and Resulting Company does not intend to acquire, the Residual Undertaking (more particularly defined in the Scheme) which includes immoveable property owned by the Demerged Company, brands used by and/or licensed to the Demerged Company and bonds issued by ICICI Bank Limited and held by the Demerged Company;

(ii) Demerger of the General Insurance Business and consolidation with the Resulting Company will help expand the business of the Resulting Company in the growing Indian market thereby creating greater value for the shareholders/ stakeholders of both the Demerged Company and the Resulting Company;

(iii) Demerger of the General Insurance Business and consolidation with the Resulting Company would aid in future growth of premiums by leveraging on the distribution strength and capabilities;

(iv) The Scheme is beneficial for and in the interest of the policyholders as the demerger creates a more robust and financially strong Resulting Company that can offer a wider product suite, more access points and comprehensive services to customers post completion of the Scheme;

(v) The increased knowledge, experience and expertise is expected to improve business operations and thereby improve overall customer satisfaction;

(vi) Demerger of the General Insurance Business and consolidation with the Resulting Company is expected to create greater economies of scale thereby lowering the average costs and enhancing company profitability, which directly benefits shareholders and policyholders; and

(vii) Demerger of the General Insurance Business and consolidation with the Resulting Company is expected to bring in greater efficiency in funds management and unfettered access to cash flow generated by the business which can be deployed more efficiently to fund organic and inorganic growth opportunities.

The Scheme is in the best interests of the shareholders, employees and the creditors of each of the parties.

For further details, please refer to the Scheme.

DETAILS OF MEANS OF FINANCE
Not Applicable

DETAILS AND REASONS FOR NON-DEPLOYMENT OR DELAY IN DEPLOYMENT OF PROCEEDS OR CHANGES IN UTILIZATION OF ISSUE PROCEEDS OF PAST PUBLIC ISSUES/RIGHTS ISSUES, IF ANY, OF THE COMPANY IN THE PRECEDING 10 YEARS
Not Applicable

NAME OF MONITORING AGENCY, IF ANY	Not Applicable

TERMS OF ISSUANCE OF CONVERTIBLE SECURITY, IF ANY	Not Applicable

PRE-SCHEME SHAREHOLDING PATTERN

Sr. No.	Particulars	Number of shares	% holding of Pre-Scheme
1	**Promoter and Promoter Group**		
a.	Bharti General Ventures Private Limited	1,04,85,50,421*	51.00
b.	Societe Beaujon	1,00,74,30,795	49.00
2.	**Public/ Others**	**Nil**	**Nil**
	Total	**2,05,59,81,216**	**100.00**

** This includes 5 nominee shareholders holding 1 share each on behalf of Bharti General Ventures Private Limited*

Number / amount of equity proposed to be sold by the selling shareholders, if any: Not applicable

AUDITED FINANCIALS

I. The audited financial information of the Demerged Company is provided below:

(INR million, except per share data)

Sr. No	Particulars	As at and for the six months period ended September 30, 2020	FY 2020	FY 2019	FY 2018
1	Operating Profit/ (Loss)	1,028.1	1,048.4	1,318.6	70.3
2	Income from Investments[1,2]	339.6	546.3	420.1	449.1
3	**Total Income**	**1,367.6**	**1594.7**	**1738.7**	**519.4**
4	Profit / (Loss) before tax	948.6	-2,436.3	30.4	-926.3
5	Profit / (Loss) after tax	948.6	-2,436.3	30.4	-926.3

Sr. No	Particulars	As at and for the six months period ended September 30, 2020	FY 2020	FY 2019	FY 2018
6	Equity Share Capital	20,559.8	20,059.8	16,214.5	16,214.5
7	Reserves & Surplus	1,719.7	1,720.2	1,720.2	1,720.2
8	Less: Debit balance in P&L A/c (accumulated losses)	(14,214.2)	(15,162.8)	(12,726.5)	(12,757.0)
9	**Net worth[3]**	**8,065.3**	**6,617.2**	**5,208.2**	**5,177.7**
10	Basic & Diluted earnings per share[4]	0.5	-1.4	0.0	-0.6
11	Return on net worth (%)[5]	0.1	NM	0.6	NM
12	Net asset value per Share[6]	3.8	3.3	3.2	3.2

NM: Not meaningful

Notes:

1. Income from Investment includes Income from P&L A/c only.
2. Income from Investments does not include Impairment on Investment, Investment related expense & Interest on Debentures.
3. Net worth is calculated as a sum of Equity Share Capital and Reserves & Surplus after deducting accumulated losses.
4. Basic & Diluted earnings per share is computed by dividing the profit/(loss) for the year after tax by the weighted average number of equity shares outstanding during the year.
5. Return on net worth (%) is computed by dividing the net profit/ (loss) after tax by the net worth.
6. Net asset value per share is computed by dividing the net worth by the outstanding number of equity shares.

INTERNAL RISK FACTORS

Internal risk factors associated with the General Insurance Business of the Demerged Company:

1. Catastrophic events, including natural disasters, could materially increase the liabilities for claims by policyholders, result in losses in the investment portfolios, and may have a material adverse effect on the business, financial condition and results of operations of the Demerged Company
2. Any termination of, or any adverse change to, the ability to attract or retain agents, both corporate and individual, partnerships with other intermediaries, key sales employees, senior management and employees in critical roles could have a material adverse effect on the business, financial condition, results of operations and prospects of the Demerged Company.
3. Any constraint in selling the products of the Demerged Company due to future regulatory changes or changes in customer preference restricting or limiting the sale or marketing of these products could have a material adverse effect on the business, financial condition, results of operations and prospects of the Demerged Company.
4. There are certain risks related to the crop insurance offering such as concentration risk and increased risk of losses in case of adverse weather conditions/catastrophes, credit risk due to delayed or non-payment of obligations by the central and state governments, risk of non-compliance with tender requirements etc. of the Demerged Company that could have a material adverse effect on our business, financial condition, results of operations and prospects.
5. The loss reserves of the Demerged Company are based on estimates as to future claims liabilities and if they prove inadequate, it could lead to further reserve additions and materially adversely affect on the results of operations.
6. The reliance of the Demerged Company on motor vehicle manufacturers and other key distribution partners subjects us to a concentration risk, and the termination of, or any adverse change to, our relationships with motor vehicle manufacturers and such other key distribution partners, or their performance, may have a material adverse effect on the business, financial condition, results of operations and prospects of the Demerged Company. Further, the COVID-19 pandemic has impacted the general insurance industry in general and more adversely the motor insurance business in specific.
7. Credit risks in the day-to-day operations of the Demerged Company, including in the investment exposures and reinsurance contracts, may expose the Demerged Company to significant losses.

8. Regulation of motor insurance, changes in demand for motor vehicles and any change in the regulatory framework of motor insurance in India could have a material adverse effect on the business, financial condition, results of operations and prospects of the Demerged Company.

9. Failures of or inadequacies in the information technology systems of the Demerged Company or if any failure to maintain confidential information securely, or suffer from any security or privacy breaches, could have a material adverse effect on our business, financial condition, results of operations and prospects of the Demerged Company.

10. The business is vulnerable to misconduct and fraudulent activities and such activities could have a material adverse effect on the business, financial condition, results of operations and reputation of the Demerged Company.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the Bharti AXA and amount involved as on December 31, 2020:

Number of cases: 1,150*; **Amount involved:** INR 1,103.95 million

** With regard to certain cases, Bharti AXA is either yet to receive the certified copies of the final order or the final order is yet to be uploaded on the website of respective Hon'ble court(s)*

B. Brief details of top 5 material outstanding litigations as on December 31, 2020 against Bharti AXA and amount involved

Sr. No.	Particulars	Court Type	Current Status	Amount involved (In INR million)
1	An insurance claim related matter with respect to commercial policy wherein the insured submitted claim for material damage, start-up expenses and business interruption expenses. The claims with respect to start-up expenses and business interruption expense are not covered under the policy and hence the payment of claim is disputed. The admitted claim as per policy terms & conditions of INR 79.9 million has been paid for material damage. Presently, the dispute is with respect to the start-up expenses and business interruption.	National Consumer Dispute Redressal Commission	Evidence stage	79.9
2	A claim under the Directors & Officers Liability policy wherein the insured is made liable to pay for misuse of powers by directors and officer of the insured. The Company has repudiated the claim as the information on violation by its directors and officers was not intimated within the time and the claim was filed after 2 years. The insured has resorted for arbitration proceedings to resolve the dispute, the matter is now pending for adjudication before Arbitrator.	Arbitration Tribunal	Statement of Claim	65.0
3	An insurance claim related matter on commercial policy with respect to damage to an equipment not utilized in accordance with the terms and conditions of the policy. The claim was repudiated.	National Consumer Dispute Redressal Commission	Evidence stage	40.0
4	An insurance claim with respect to commercial policy. The Company is disputing that there is a breach of warranties mentioned in the policy terms & conditions. The insured did not comply with the warranty of hydrant system (sprinkler, fire extinguisher) & all electrical wiring to be placed under mental conduits, armored cable & laid away from combustible material.	National Consumer Dispute Redressal Commission	Evidence stage	35.5
5	An insurance claim with respect to the commercial policy. The policy covered the basement only for utility parking purpose, however insured used the same for storing & manufacturing purposes therefore, there is a clear violation of warranty and hence the payment of claim is disputed.	National Consumer Dispute Redressal Commission	Pleadings	25.6

Note: *The litigations majorly are on the cases where Bharti AXA has repudiated a claim basis documentary evidences as reported by IRDAI licensed surveyors and which are not as per the contractual obligation in the insurance policy. Therefore, the claims where Bharti AXA has admitted the liability have been considered for deriving top 5 cases.*

C. Regulatory Action, if any: Disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any, as on December 31, 2020

(a) **Bharti:** Nil

(b) **Societe Beaujon:** Nil

D. Brief details of outstanding criminal proceedings as on December 31, 2020 against the Promoters of Bharti AXA:

(a) **Bharti:** Nil

(b) **Societe Beaujon:** Nil

ANY OTHER IMPORTANT INFORMATION OF THE DEMERGED COMPANY

NIL

DECLARATION BY THE RESULTING COMPANY

We hereby declare that all the relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statement made in this Disclosure Document is contrary to the provisions of the Companies Act, 2013, the SEBI Act, 1992, or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Disclosure Document are true and correct.

For **ICICI Lombard General Insurance Company Limited**

Sd/-
Bhargav Dasgupta
Managing Director & CEO
Date: January 14, 2021
Place: Mumbai

ICICI Lombard General Insurance Company Limited

CIN: L67200MH2000PLC129408
Registered Office Address: ICICI Lombard House, 414, Veer Savarkar Marg,
Near Siddhivinayak Temple, Prabhadevi, Mumbai-400025, Maharashtra
IRDAI Registration No. 115 dated August 3, 2001

[Pursuant to the Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with IRDAI Circular reference : IRDA/F&A/CIR/LFTD/027/01/2017 dated 30.01.2017]

Annexure-I

Statement of Audited Results for the Quarter and year to date ended September 30, 2020

(₹ in lakhs)

Sl. No.	Particulars	3 months ended / As at			Year to date ended / As at		Year ended / As at
		September 30, 2020	June 30, 2020	September 30, 2019	September 30, 2020	September 30, 2019	March 31, 2020
		Audited	Audited	Audited	Audited	Audited	Audited
	OPERATING RESULTS						
1	Gross Premiums written	325,451	339,421	303,067	664,872	659,133	1,359,237
2	Net Premium written [1]	249,220	221,913	216,656	471,133	455,158	964,069
3	Premium Earned (Net)	246,252	232,384	235,692	478,636	460,181	940,352
4	Income from investments (net) [2]	40,856	39,400	37,793	80,256	78,777	154,250
5	Other income						
	(a) Foreign exchange gain / (loss)	73	101	78	174	49	302
	(b) Investment income from pool (Terrorism / Nuclear)	1,073	865	243	1,938	1,061	2,477
	(c) Contribution from Shareholders Funds towards excess EOM	-	-	-	-	-	7,508
	(d) Miscellaneous Income	86	217	86	303	239	387
6	**Total income (3 to 5)**	**288,340**	**272,967**	**273,892**	**561,307**	**540,307**	**1,105,276**
7	Commissions & Brokerage (net) [3]	16,514	10,162	6,185	26,676	11,656	36,399
8	Net commission [3]	16,514	10,162	6,185	26,676	11,656	36,399
9	Operating Expenses related to insurance business (a + b):						
	(a) Employees' remuneration and welfare expenses	17,762	20,389	16,465	38,151	33,906	67,969
	(b) Other operating expenses (i+ii+iii)						
	i. Advertisement and publicity	2,443	1,795	5,526	4,238	12,878	17,372
	ii. Sales promotion	29,425	20,872	19,282	50,297	35,652	86,251
	iii. Other expenses	15,071	13,184	13,399	28,255	26,336	57,718
10	Premium Deficiency	-	-	-	-	-	-
11	Incurred Claims						
	(a) Claims Paid	120,027	108,131	134,795	228,158	240,378	512,917
	(b) Change in Outstanding Claims (Including IBNR/IBNER)	45,350	54,035	40,916	99,385	104,744	172,241
12	**Total Expense (8+9+10+11)**	**246,592**	**228,568**	**236,568**	**475,160**	**465,550**	**950,867**
13	**Underwriting Profit/ (Loss) (3-12)**	**(340)**	**3,816**	**(876)**	**3,476**	**(5,369)**	**(10,515)**
14	Provisions for doubtful debts (including bad debts written off)	-	-	-	-	-	-
15	Provisions for diminution in value of investments	-	-	-	-	-	-
16	**Operating Profit/(Loss) (6-12)**	**41,748**	**44,399**	**37,324**	**86,147**	**74,757**	**154,409**
17	**Appropriations**						
	(a) Transfer to Profit and Loss A/c	**41,748**	**44,399**	**37,324**	**86,147**	**74,757**	**154,409**
	(b) Transfer to Reserves	**-**	**-**	**-**	**-**	**-**	**-**
	NON-OPERATING RESULTS						
18	Income in shareholders' account (a+b+c):						
	(a) Transfer from Policyholders' Fund	41,748	44,399	37,324	86,147	74,757	154,409
	(b) Income from investments	12,362	11,448	11,927	23,810	24,615	46,444
	(c) Other income	9	2	6	11	11	1,557
19	Expenses other than those related to insurance business	5,348	2,179	2,348	7,527	4,077	15,886
20	Provisions for doubtful debts (including bad debts written off)	343	568	776	911	1,646	4,820
21	Provisions for diminution in value of investments	(7,029)	(2)	27	(7,031)	27	12,015
22	**Total Expense (19+20+21)**	**(1,338)**	**2,745**	**3,151**	**1,407**	**5,750**	**32,721**
23	**Profit / (Loss) before extraordinary items (18-22)**	**55,457**	**53,104**	**46,106**	**108,561**	**93,633**	**169,689**
24	Extraordinary Items	-	-	-	-	-	-
25	**Profit/ (Loss) before tax (23-24)**	**55,457**	**53,104**	**46,106**	**108,561**	**93,633**	**169,689**
26	Provision for tax	13,883	13,294	15,315	27,177	31,861	50,313
27	**Profit / (Loss) after tax (PAT)**	**41,574**	**39,810**	**30,791**	**81,384**	**61,772**	**119,376**
28	**Dividend per share (₹)** (Nominal Value ₹ 10 per share)[9]						
	(a) Interim Dividend	-	-	-	-	-	3.50
	(b) Final Dividend	-	-	-	-	3.50	3.50
29	Profit / (Loss) carried to Balance Sheet	485,915	444,341	366,102	485,915	366,102	404,531
30	Paid up equity capital	45,450	45,448	45,443	45,450	45,443	45,447
31	Reserve & Surplus (Excluding Revaluation Reserve)	649,545	607,805	529,401	649,545	529,401	567,957
32	Share Application Money Pending Allotment	35	-	10	35	10	21
33	Fair Value Change Account and Revaluation Reserve	21,918	(3,643)	10,123	21,918	10,123	(42,863)
34	Borrowings	48,500	48,500	48,500	48,500	48,500	48,500
35	Total Assets:						
	(a) Investments:						
	- Shareholders' Fund	682,662	637,998	562,042	682,662	562,042	585,957
	- Policyholders' Fund	2,233,533	2,173,803	1,837,888	2,233,533	1,837,888	2,046,716
	(b) Other Assets (Net of current liabilities and provisions)	(2,150,747)	(2,113,691)	(1,766,453)	(2,150,747)	(1,766,453)	(2,013,611)
36	**Analytical Ratios [4] :**						
	(i) Solvency Ratio[4a]	2.74	2.50	2.26	2.74	2.26	2.17
	(ii) Expenses of Management Ratio[4b]	30.2%	25.2%	27.4%	27.6%	25.7%	26.6%
	(iii) Incurred Claim Ratio	67.2%	69.8%	74.6%	68.4%	75.0%	72.9%
	(iv) Net Retention Ratio	76.6%	65.4%	71.5%	70.9%	69.1%	70.9%
	(v) Combined Ratio	99.7%	99.7%	102.6%	99.8%	101.5%	100.4%
	(vi) Earning per share (₹)						
	(a) Basic and diluted EPS before extraordinary items (net of tax expense) for the period [5]	Basic: ₹ 9.15 Diluted: ₹ 9.12	Basic: ₹ 8.76 Diluted: ₹ 8.74	Basic: ₹ 6.78 Diluted: ₹ 6.76	Basic: ₹ 17.91 Diluted: ₹ 17.85	Basic: ₹ 13.59 Diluted: ₹ 13.56	Basic: ₹ 26.27 Diluted: ₹ 26.19
	(b) Basic and diluted EPS after extraordinary items (net of tax expense) for the period [5]	Basic: ₹ 9.15 Diluted: ₹ 9.12	Basic: ₹ 8.76 Diluted: ₹ 8.74	Basic: ₹ 6.78 Diluted: ₹ 6.76	Basic: ₹ 17.91 Diluted: ₹ 17.85	Basic: ₹ 13.59 Diluted: ₹ 13.56	Basic: ₹ 26.27 Diluted: ₹ 26.19
	(vii) NPA ratios:						
	(a) Gross and Net NPAs	-	-	-	-	-	-
	(b) % of Gross & Net NPAs	-	-	-	-	-	-
	(viii) Yield on Investments [5,6,7]						
	(a) Without unrealized gains[8]	2.07%	1.78%	2.07%	3.90%	4.43%	7.94%
	(b) With unrealised gains	2.24%	4.99%	1.87%	7.35%	4.79%	7.49%
	(ix) Public shareholding						
	(a) No. of shares	218,652,678	218,631,148	200,584,718	218,652,678	200,584,718	200,622,458
	(b) Percentage of shareholding	48.11%	48.11%	44.14%	48.11%	44.14%	44.15%
	(c) % of Government holding (in case of public sector insurance companies)	-	-	-	-	-	-

Footnotes:

1 Net of reinsurance (Including Excess of Loss Reinsurance).
2 Including capital gains, net of amortisation and losses.
3 Commission is net of commission received on reinsurance cession.
4 Analytical ratios have been calculated as per definition given in IRDAI analytical ratios disclosures.
4a The Solvency has been computed at the last day of the period.
4b The Expenses of Management has been computed on the basis of Gross Direct Premium
5 Not annualised
6 Excludes unrealised gains or losses on real estate and unlisted equity
7 Yield on investments with unrealised gains is computed using the modified Dietz method
8 The computation is based on time weighted average book value.

Annexure-II

[Pursuant to the Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with IRDAI Circular reference : IRDA/F&A/CIR/LFTD/027/01/2017 dated 30.01.2017]

Segment1 Reporting for the Quarter and year to date ended September 30, 2020

(₹ in lakhs)

Sl. No.	Particulars	3 months ended / As at			Year to date ended / As at		Year ended / As at
		September 30, 2020 Audited	June 30, 2020 Audited	September 30, 2019 Audited	September 30, 2020 Audited	September 30, 2019 Audited	March 31, 2020 Audited
1	**Segment Income:**						
	(A) Fire						
	Net Premium Earned	12,522	9,607	6,192	22,129	10,962	27,358
	Income from Investments	1,513	1,215	1,044	2,728	2,072	3,893
	Other Income	812	807	173	1,619	802	1,779
	(B) Marine						
	Net Premium Earned	5,309	5,969	6,391	11,278	12,233	25,632
	Income from Investments	516	510	601	1,026	1,296	2,202
	Other Income	(6)	29	(16)	23	32	17
	(C) Health including Personal Accident*						
	(i) Health Retail						
	Net Premium Earned	18,206	17,433	17,565	35,639	34,420	69,655
	Income from Investments	1,929	1,798	1,943	3,727	4,117	7,791
	Other Income	8	15	8	23	17	7,464
	(ii) Health Group, Corporate						
	Net Premium Earned	45,673	41,400	39,628	87,073	76,449	156,388
	Income from Investments	4,051	3,777	3,538	7,828	7,330	13,850
	Other Income	(49)	(25)	200	(74)	177	526
	(iii) Health Government Business						
	Net Premium Earned	20	6	-	26	(6)	176
	Income from Investments	74	57	84	131	100	253
	Other Income	-	-	-	-	-	68
	(D) Miscellaneous						
	(i) Miscellaneous Retail						
	Net Premium Earned	1,501	1,358	1,819	2,859	3,266	6,009
	Income from Investments	741	752	940	1,493	2,004	3,540
	Other Income	1	-	(4)	1	(3)	-
	(ii) Miscellaneous Group, Corporate						
	Net Premium Earned	11,954	10,732	10,901	22,686	21,200	42,981
	Income from Investments	1,625	1,571	1,592	3,196	3,302	6,238
	Other Income	391	252	(11)	643	182	513
	(E) Crop Insurance						
	Net Premium Earned	88	648	1,240	736	1,137	173
	Income from Investments	812	803	418	1,615	740	1,968
	Other Income	(1)	1	1	-	1	-
	(F) Motor						
	Net Premium Earned	150,979	145,231	151,955	296,210	300,519	611,980
	Income from Investments	29,595	28,917	27,634	58,512	57,817	114,515
	Other Income	76	104	55	180	140	307
2	Premium Deficiency						
	(A) Fire	-	-	-	-	-	-
	(B) Marine	-	-	-	-	-	-
	(C) Health including Personal Accident*						
	(i) Health Retail	-	-	-	-	-	-
	(ii) Health Group, Corporate	-	-	-	-	-	-
	(iii) Health Government Business	-	-	-	-	-	-
	(D) Miscellaneous						
	(i) Miscellaneous Retail	-	-	-	-	-	-
	(ii) Miscellaneous Group, Corporate	-	-	-	-	-	-
	(E) Crop Insurance	-	-	-	-	-	-
	(F) Motor	-	-	-	-	-	-
3	**Segment Underwriting Profit / (Loss):**						
	(A) Fire	544	(1,172)	(143)	(628)	(898)	3,843
	(B) Marine	(576)	(1,452)	449	(2,028)	278	1,328
	(C) Health including Personal Accident*						
	(i) Health Retail	(3,251)	(1,324)	427	(4,575)	3,918	3,065
	(ii) Health Group, Corporate	(1,948)	(3,026)	4,361	(4,974)	7,015	15,755
	(iii) Health Government Business	-	(56)	364	(56)	346	981
	(D) Miscellaneous						
	(i) Miscellaneous Retail	1,035	1,132	1,156	2,167	1,409	7,575
	(ii) Miscellaneous Group, Corporate	334	909	3,520	1,243	3,117	5,886
	(E) Crop Insurance	(123)	(235)	(800)	(358)	(928)	(345)
	(F) Motor	3,645	9,040	(10,210)	12,685	(19,626)	(48,603)

(₹ in lakhs)

Sl. No.	Particulars	3 months ended / As at			Year to date ended / As at		Year ended / As at
		September 30, 2020	June 30, 2020	September 30, 2019	September 30, 2020	September 30, 2019	March 31, 2020
		Audited	Audited	Audited	Audited	Audited	Audited
4	**Segment Operating Profit / (Loss):**						
	(A) Fire	2,869	850	1,074	3,719	1,976	9,514
	(B) Marine	(66)	(913)	1,034	(979)	1,606	3,547
	(C) Health including Personal Accident*						
	(i) Health Retail	(1,313)	488	2,377	(825)	8,052	18,320
	(ii) Health Group, Corporate	2,054	726	8,100	2,780	14,522	30,131
	(iii) Health Government Business	73	2	448	75	446	1,301
	(D) Miscellaneous						
	(i) Miscellaneous Retail	1,776	1,885	2,092	3,661	3,410	11,115
	(ii) Miscellaneous Group, Corporate	2,351	2,731	5,101	5,082	6,601	12,637
	(E) Crop Insurance	689	568	(382)	1,257	(188)	1,625
	(F) Motor	33,315	38,062	17,480	71,377	38,332	66,219
5	**Segment Technical Liabilities:**						
	Unexpired Risk Reserve - Net						
	(A) Fire	35,098	34,323	22,667	35,098	22,667	21,948
	(B) Marine	8,450	8,481	9,142	8,450	9,142	6,071
	(C) Health including Personal Accident*						
	(i) Health Retail	56,789	55,171	55,283	56,789	55,283	57,723
	(ii) Health Group, Corporate	133,410	134,127	117,960	133,410	117,960	120,579
	(iii) Health Government Business	54	68	-	54	-	-
	(D) Miscellaneous						
	(i) Miscellaneous Retail	30,868	31,617	38,006	30,868	38,006	32,771
	(ii) Miscellaneous Group, Corporate	27,235	27,458	26,078	27,235	26,078	25,285
	(E) Crop Insurance	1	5	1	1	1	-
	(F) Motor	284,408	282,095	285,939	284,408	285,939	319,439
	Outstanding Claims Reserves Including IBNR & IBNER - Gross						
	(A) Fire	222,588	204,109	174,922	222,588	174,922	194,589
	(B) Marine	102,171	99,024	56,456	102,171	56,456	58,990
	(C) Health including Personal Accident*						
	(i) Health Retail	41,279	37,344	33,863	41,279	33,863	32,026
	(ii) Health Group, Corporate	99,360	82,174	62,529	99,360	62,529	63,254
	(iii) Health Government Business	10,863	10,849	12,135	10,863	12,135	10,743
	(D) Miscellaneous						
	(i) Miscellaneous Retail	3,726	3,670	3,420	3,726	3,420	3,634
	(ii) Miscellaneous Group, Corporate	141,066	140,152	126,485	141,066	126,485	129,216
	(E) Crop Insurance	96,959	102,838	279,477	96,959	279,477	252,894
	(F) Motor	1,143,939	1,126,494	980,130	1,143,938	980,130	1,055,391

Footnote:

1 Segments include : (A) Fire, (B) Marine, (C) Health including Personal Accident - (i) Health Retail, (ii) Health Group, and (iii) Health Government Schemes, (D) Miscellaneous - (i) Retail, (ii) Group / Corporate, (E) Crop Insurance, (F) Motor

2 * includes Travel Insurance

Other Disclosures*
Status of Shareholders Complaints for the Quarter ended September 30, 2020

Sr No	Particulars	Number
1	No. of Investor complaints pending at the beginning of period	0
2	No. of Investor complaints during the period	0
3	No. of Investor complaints disposed off during the period	0
4	No. of Investor complaints remaining unresolved at the end of the period	0

* The above disclosure is not required to be audited.

Notes forming part of Annexure I and Annexure II

1 The above financial results of the Company for the quarter and year to date ended September 30, 2020 were reviewed and recommended by the Audit Committee and subsequently approved by the Board of Directors at its meetings held on October 23, 2020.

2 The above financial results were audited by the joint statutory auditors, Chaturvedi & Co., Chartered Accountants and PKF Sridhar & Santhanam LLP, Chartered Accountants who have issued unmodified opinion on these financial results.

3 During the quarter ended September 30, 2020, the Company has allotted 21,530 equity shares of face value of ₹ 10 each, pursuant to exercise of employee stock options granted earlier.

4 During the quarter ended June 30, 2020, the company had made certain changes to its Employee Privilege Leave plan, introducing an option to encash accumulated leave on separation from the Company. Consequently, the additional charge, computed actuarially, for the quarter ended June 30, 2020 is ₹ 3,250 Lakhs, for the quarter ended September 30, 2020 is ₹ 91 Lakhs and year to date ended September 30, 2020 is ₹ 3,341 Lakhs.

5 Other income (non-operating results) includes interest on income tax refund of ₹ 1,509 lakhs received for the year ended March 31, 2020 (for the quarter ended September 30, 2020 : ₹ NIL, for the quarter ended March 31, 2020 : ₹ NIL and for the quarter ended September 30, 2019 : ₹ NIL).

6 During the quarter ended September 30, 2020, the Company has reversed previously assessed impairment of ₹ 7,029 Lakhs as underlying securities were sold, and the resultant losses were recognised. (During the quarter ended June 30, 2020, the Company reversed previously assessed impairment of ₹2 lakhs as underlying securities were realised. During the year ended March 31, 2020, the Company created an impairment provision of ₹ 12,015 lakhs on assessment of impairment of certain securities).

7 The Company has used the principles of prudence in applying judgments, estimates and assumptions to assess and provide for the impact of the CoViD-19 pandemic on the interim condensed financial statements based on internal and external sources of information. However, due to the uncertainties associated with the pandemic, the actual impact may not be in line with the estimates as of the date of approval of the interim condensed financial statements. The Company will continue to closely monitor any changes to the estimates basis future economic conditions. Further, the impact assessment done by the company does not indicate any adverse impact on its ability to continue as a going concern.

8 The Board of Directors of the Company at its Meeting held on August 21, 2020, have, inter alia, approved a Scheme of Arrangement amongst Bharti AXA General Insurance Company Limited ("Demerged Company" or "Bharti AXA") and ICICI Lombard General Insurance Company Limited ("Company") and their respective shareholders and creditors ("Scheme"), prepared pursuant to Sections 230 to 232, other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder and Section 35 to 37 and other applicable provisions of the Insurance Act, 1938 (read with the rules and regulations framed thereunder). The Scheme provides inter alia for the demerger of the general insurance business of the Demerged Company into the Company as a going concern with effect from the Appointed Date i.e. April 1, 2020 and, as consideration for the demerger, the issue of 35,756,194 equity shares of the Company to the shareholders of the Demerged Company once the Scheme becomes effective.

The Scheme is subject to, inter alia, applicable statutory and regulatory approvals including from Insurance Regulatory and Development Authority of India ("IRDAI"), Competition Commission of India, Stock Exchanges, Securities and Exchange Board of India, shareholders and creditors of the companies involved in the Scheme and the relevant jurisdictional benches of the National Company Law Tribunal and will take effect when final approval is received from IRDAI in accordance with the Insurance Act, 1938 read with the Insurance Regulatory Development Authority (Scheme of Amalgamation and Transfer of General Insurance Business) Regulations, 2011 and other rules and regulations framed thereunder.

The Company has made necessary applications to, inter alia, the aforesaid regulators and stock exchanges seeking their approval for the Scheme and the process for receipt of these approvals is currently ongoing.

During the quarter and year to date ended September 30, 2020, expenditure of ₹ 3,088 lakhs relating to demerger has been charged to profit and loss account under head "Expenses other than those related to insurance business".

9 The Code on Social Security, 2020 ('Code') relating to employee benefits, during employment and post-employment, received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the rules for quantifying the financial impact are yet to be framed. In view of this, the Company will assess and record the financial impact of the Code when it comes into effect.

10 The IRDAI, vide its circular IRDA/F&A/CIR/MISC/099/04/2020 dated April 24, 2020 stipulated that, in view of the emerging market conditions and to conserve capital with the insurance companies in the interest of Policyholders and of the economy at large, has urged insurers to take conscious call to refrain from dividend pay-out from profits pertaining to the financial year ended March 31, 2020 till further instructions. This position shall be reassessed by the authority based on financial results of insurers for the quarter ending September 30, 2020. Accordingly, the Board of Directors has not declared any interim dividend for the year to date ended September 30, 2020.

11 In view of the seasonality of Industry, the financial results for the quarters and year to date ended are not indicative of full year's expected performance.

12 In accordance with requirements of IRDAI master circular on preparation of financial statements and filing of returns, the Company will publish the financials on the company's website latest by November 7, 2020.

13 Figures of the previous year / quarters and year to date ended have been re-grouped / re-arranged to conform to current year / current quarter and year to date ended presentation.

For and on behalf of the Board

Bhargav Dasgupta
Managing Director & CEO

ICAI UDIN: 20040479AAAAGB3050
Mumbai
October 23, 2020

ICAI UDIN: 20201402AAAACG1422

ICICI Lombard General Insurance Company Limited

CIN: L67200MH2000PLC129408
Registered Office Address: ICICI Lombard House, 414, Veer Savarkar Marg,
Near Siddhivinayak Temple, Prabhadevi, Mumbai-400025, Maharashtra
IRDAI Registration No. 115 dated August 3, 2001

Balance Sheet
As at September 30, 2020

(₹ in 000's)

	At September 30, 2020	At March 31, 2020
Sources of funds		
Share capital	4,544,965	4,544,663
Reserves and Surplus	64,954,510	56,795,679
Share application money-pending allotment	3,456	2,145
Fair value change account		
Shareholders funds	512,086	(948,118)
Policyholders funds	1,679,743	(3,338,180)
Borrowings	4,850,000	4,850,000
Total	**76,544,760**	**61,906,189**
Application of funds		
Investments - Shareholders	68,266,206	58,595,714
Investments - Policyholders	223,353,300	204,671,553
Loans	-	-
Fixed assets	6,539,887	6,765,814
Deferred tax asset	4,146,652	3,063,067
Current assets		
Cash and bank balances	268,531	326,362
Advances and other assets	80,873,698	96,998,375
Sub-Total (A)	**81,142,229**	**97,324,737**
Current liabilities	248,739,472	249,798,046
Provisions	58,164,042	58,716,650
Sub-Total (B)	**306,903,514**	**308,514,696**
Net current assets (C) = (A - B)	**(225,761,285)**	**(211,189,959)**
Miscellaneous expenditure (to the extent not written off or adjusted)	-	-
Debit balance in profit and loss account	-	-
Total	**76,544,760**	**61,906,189**

For and on behalf of the Board

Bhargav Dasgupta
Managing Director & CEO

Mumbai
October 23, 2020

Additional Disclosures as per Regulation 52(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(₹ in Lakhs)

Particulars	At	At	At
	September 30, 2020	September 30, 2019	March 31, 2020
	Audited	Audited	Audited
Debt Equity Ratio	0.07	0.08	0.08
Debt Service Coverage Ratio	55.21	47.72	43.37
Interest Service Coverage Ratio	55.21	47.72	43.37
Total Borrowings	48,500	48,500	48,500
Debenture Redemption Reserve[4]	2,771	2,771	2,771
Net Worth	694,995	574,844	613,403

Notes:

1. Credit Rating:"AAA" by CRISIL and "AAA" by ICRA
2. Previous due date for payment of interest on Non-Convertible Debentures : July 28, 2020.
3. Next due date for payment of interest on Non-Convertible Debentures : July 28, 2021 , Amount : ₹ 4,001 Lakhs
4. The Company has been creating Debenture Redemption Reserve (DRR) on a straight-line basis. Pursuant to amendment vide Ministry of Corporate Affairs notification no. G,S.R. 574(E) dated August 16, 2019 of Companies (Share Capital and Debenture) Rules, 2014, the Company is not required to create any additional DRR. Accordingly the Company continues to hold the existing DRR of ₹ 2,771 lacs.

For and on behalf of the Board

Bhargav Dasgupta
Managing Director & CEO

Mumbai
October 23, 2020

ICICI Lombard General Insurance Company Limited

IRDAI Registration No. 115 dated August 3, 2001
CIN: L67200MH2000PLC129408
Registered Address: ICICI Lombard House, 414, Veer Savarkar Marg, Near Siddhivinayak Temple, Prabhadevi Mumbai-400025, Maharashtra

(₹ in 000's)

Direct basis

For the half year ended September 30, 2020

		Half year ended September 30, 2020		Half year ended September 30, 2019	
A	**CASH FLOW FROM OPERATING ACTIVITIES**				
1	- Premium received from policyholders, including advance receipt	**82,197,873**		**80,649,353**	
2	- Other receipts (including-environment relief fund & Terrorism Pool)	**228,997**		**134,639**	
3	- Receipt / (payment) from/to re-insurer net of commissions & claims recovery	**(2,944,733)**		**(3,241,687)**	
4	- Receipt / (payment) from / to co-insurer net of claims recovery	**2,772,368**		**2,024,723**	
5	- Payments of claims (net of salvage)	**(41,697,999)**		**(36,283,396)**	
6	- Payments of commission and brokerage	**(6,269,619)**		**(6,719,245)**	
7	- Payments of other operating expenses *2	**(12,147,576)**		**(13,267,508)**	
8	- Preliminary and preoperative expenses	**-**		**-**	
9	- Deposits, advances & staff loans (net)	**(1,424,362)**		**(1,644,341)**	
10	- Income tax paid (net)	**(3,054,310)**		**(3,432,642)**	
11	- Service taxes / Goods and service tax paid	**(6,212,865)**		**(7,309,272)**	
12	- Cash flows before extraordinary items		**11,447,774**		**10,910,624**
13	- Cash flows from extraordinary operations		**-**		**-**
14	***Net cash from operating activities***		**11,447,774**		**10,910,624**
B	**CASH FLOW FROM INVESTING ACTIVITIES**				
1	- Purchase of fixed assets (including capital advances)	**(416,269)**		**(442,099)**	
2	- Proceeds from sale of fixed assets	**3,249**	**(413,020)**	**1,154**	**(440,945)**
3	- Purchase of investments	**(84,660,033)**		**(62,630,678)**	
4	- Loans disbursed	**-**		**-**	
5	- Sale of investments	**60,490,643**		**52,907,332**	
6	- Repayments received	**-**		**-**	
7	- Rent/interest/dividends received	**9,272,195**		**7,820,080**	
8	- Investments in money market instruments & mutual fund (net)	**4,205,332**		**(7,712,447)**	
9	- Other payments (Interest on IMTPIP)	**-**		**-**	
10	- Other payments (Advance payment for purchase of real estate)	**-**		**-**	
11	- Expenses related to investments	**(23,693)**		**(20,529)**	
12	- Other (Deposit received on leasing of premises)	**-**	**(10,715,556)**	**-**	**(9,636,242)**
13	***Net cash from investing activities***		**(11,128,576)**		**(10,077,187)**
C	**CASH FLOW FROM FINANCING ACTIVITIES**				
1	- Proceeds from issuance of share capital / application money (including share premium & net of share issue expenses)	**22,054**		**21,004**	
2	- Proceeds from borrowing	**-**		**-**	
3	- Repayments of borrowing	**-**		**-**	
4	- Brokerage and other expenses on borrowings	**-**		**-**	
5	- Interest / Dividends paid	**(399,083)**		**(2,316,238)**	
6	***Net cash from financing activities***		**(377,029)**		**(2,295,234)**
D	***Effect of foreign exchange rates on cash and cash equivalents, net***		**-**		**-**
E	Net increase/(decrease) in cash and cash equivalents		**(57,831)**		**(1,461,797)**
1	Cash and cash equivalents at the beginning of the year		**326,362**		**4,016,466**
2	Cash and cash equivalents at end of the period*1		**268,531**		**2,554,669**

*1 Cash and cash equivalent at the end of the period includes short term deposits of ₹ 1,590 thousand (previous period: ₹ 1,590 thousand) balances with banks in current accounts ₹ 238,356 thousand (previous period: ₹ 2,195,777 thousand) and cash including cheques and stamps in hand amounting to ₹ 28,585 thousand (previous period: ₹ 357,302 thousand)

*2 Includes payments towards Corporate Social Responsibility of ₹ 150,000 thousand (previous period: ₹ 117,420 thousand)

For and on behalf of the Board

Bhargav Dasgupta
Managing Director & CEO

Mumbai
October 23, 2020

Chaturvedi & Co.
Chartered Accountants
81, Mittal Chambers,
228, Nariman Point,
Mumbai – 400021

PKF Sridhar & Santhanam LLP
Chartered Accountants
201, 2nd Floor, Center Point Building,
Dr. BR Ambedkar Road,
Parel, Mumbai - 400012

Independent Auditors' Report on Quarterly and Year to Date Financial Results of ICICI Lombard General Insurance Company Limited pursuant to the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Insurance Regulatory and Development Authority of India circular reference number IRDA /F&A /CIR/ LFTD/027/01/2017 dated January 30, 2017

To The Board of Directors of
ICICI Lombard General Insurance Company Limited

Report on the audit of the Financial Results

Opinion

1. We have audited the accompanying quarterly and year to date financial results of ICICI Lombard General Insurance Company Limited (the "Company") for the quarter ended 30th September 2020 results for the period from 1st July 2020 to 30th September 2020 and the year to date results for the period from 1st April 2020 to 30th September 2020 attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and Insurance Regulatory and Development Authority ('IRDAI" or "Authority") circular reference number IRDA /F&A /CIR/ LFTD/ 027 / 01/ 2017 dated January 30, 2017.

2. In our opinion and to the best of our information and according to the explanations given to us these financial results:

   (i) are presented in accordance with the requirements of Regulation 33 of the SEBI Listing Regulations and IRDAI Circular reference number IRDA /F&A /CIR/ LFTD/ 027 / 01/ 2017 dated January 30, 2017; and

   (ii) give a true and fair view in conformity with the recognition and measurement principles laid down in Accounting Standard ("AS") 25, "Interim Financial Reporting" ("AS 25"), prescribed under Section 133 of the Companies Act (the "Act"), including relevant provisions of the Insurance Act, 1938 (the "Insurance Act"), the Insurance Regulatory and Development Authority of India Act, 1999 (the "IRDAI Act") and other accounting principles generally accepted in India, to the extent considered relevant and appropriate for the purpose of these financial results and which are not inconsistent with the accounting principles as prescribed in the Insurance Regulatory and Development Authority of India (Preparation of Financial Statements and Auditors' Report of Insurance Companies) Regulations, 2002 (the "IRDAI Accounting Regulations") and orders/directions/circulars issued by the IRDAI, to the extent applicable, of the net profit and other financial information for the quarter and year to date ended 30 September 2020.

Chaturvedi & Co.
Chartered Accountants

PKF Sridhar & Santhanam LLP
Chartered Accountants

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Interim Financial Results section of our report*. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibilities for the Interim Financial Results

4. These quarterly and year to date financial results have been prepared on the basis of the interim condensed financial statements. The Company's Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net profit and other financial information in accordance with the recognition and measurement principles laid down in AS 25, 'Interim Financial Reporting' prescribed under Section 133 of the Act read with relevant rules issued thereunder, the Insurance Act, the IRDAI Act, the IRDAI Accounting Regulations and orders / directions prescribed by the IRDAI in this behalf, current practices prevailing within the insurance industry in India and other accounting principles generally accepted in India and in compliance with Regulation 33 of the SEBI Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

5. In preparing the financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

6. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Interim Financial Results

7. Our objectives are to obtain reasonable assurance about whether the financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial results.






8. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

   - Identify and assess the risks of material misstatement of the financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

   - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

   - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

   - Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

   - Evaluate the overall presentation, structure and content of the financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

9. Materiality is the magnitude of misstatements in the financial results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial results.

10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

11. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

RSN

Chaturvedi & Co.
Chartered Accountants

PKF Sridhar & Santhanam LLP
Chartered Accountants

Other Matters

12. The actuarial valuation of liabilities in respect of Incurred But Not Reported (the "IBNR"), Incurred But Not Enough Reported (the "IBNER") and Premium Deficiency Reserve (the "PDR") is the responsibility of the Company's Appointed Actuary (the "Appointed Actuary"). The actuarial valuation of these liabilities, that are estimated using statistical methods as at September 30, 2020 has been duly certified by the Appointed Actuary and in his opinion, the assumptions considered by him for such valuation are in accordance with the guidelines and norms issued by the IRDAI and the Institute of Actuaries of India in concurrence with the IRDAI. We have relied upon the Appointed Actuary's certificate in this regard for forming our opinion on the valuation of liabilities for outstanding claims reserves and the PDR contained in the financial results of the Company.

For Chaturvedi & Co.
Chartered Accountants
(Firm Registration No. 302137E)



(S N Chaturvedi)
Partner
Membership No. 040479
UDIN: 20040479AAAAGB3050



For PKF Sridhar & Santhanam LLP
Chartered Accountants
(Firm Registration No. 003990S/S200018)



(R. Suriyanarayanan)
Partner
Membership No. 201402
UDIN: 20201402AAAACG1422



Place: Mumbai
Date: 23 October, 2020

Singhi & Co.
Chartered Accountants
B2 402B, Marathon Innova, 4th Floor
Off Ganpatrao Kadam Marg, Lower Parel,
Mumbai-400013, India

M. P. Chitale & Co.
Chartered Accountants
1st Floor, Hamam House,
Ambalal Doshi Marg, Fort
Mumbai – 400 001, India

INDEPENDENT AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF BHARTI AXA GENERAL INSURANCE COMPANY LIMITED

Report on the Interim Condensed Special Purpose Audited Financial Statements

Opinion

We have audited the accompanying Interim Condensed Special Purpose Audited Financial Statements of **Bharti Axa General Insurance Company Limited** ("the Company"), which comprises the Condensed Balance Sheet as at September 30, 2020, the Condensed Revenue Accounts of Fire, Marine and Miscellaneous insurance business (collectively called 'Revenue Account' and also called the "Policyholders' Accounts" or the "Technical Accounts"), the Condensed Profit and Loss Account (also called the "Shareholders' Account" or "Non-Technical Account") and the Condensed Receipts and Payments Account for the period then ended and selected explanatory notes (together referred to as "Interim Condensed Special Purpose Audited Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Interim Condensed Special Purpose Audited Financial Statements give a true and fair view in conformity with Accounting Standard 25 Interim Financial Reporting ("AS 25') prescribed under section 133 of the Companies Act, 2013 ('the Act') and other accounting principles generally accepted in India and give the information required by the Insurance Act, 1938, as amended by Insurance Laws (Amendment) Act, 2015 (the "Insurance Act"), the Insurance Regulatory and Development Authority Act, 1999 (the "IRDA Act"), Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002 ("the Regulations"), Companies Act 2013 ("the Act") to the extent applicable and in the manner so required, as applicable to insurance companies:

(a) in the case of the condensed Balance Sheet, of the state of affairs of the Company as at September 30, 2020;

(b) in the case of the condensed Revenue Account, of operating loss in so far as it relates to Fire and Marine insurance business and operating profit in so far as it relates to Miscellaneous insurance business for the half year ended on that date;

(c) in the case of the condensed Profit and Loss Account, of the profit for the half year ended on that date; and

(d) in the case of the condensed Receipts and Payments Account, of the receipts and payments for the half year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors' Responsibilities for the Audit of the Interim Condensed Special Purpose Audited Financial Statements section of our report.

We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Interim Condensed Special Purpose Audited Financial Statements under the provisions of the Insurance Act, the IRDA Act, the Regulations thereunder and the Act and the Rules thereunder, to the extent applicable and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern
We draw attention to Note 5.13 to the Interim Condensed Special Purpose Audited Financial Statements on the company's Scheme of Arrangement to demerge the Insurance Business, indicating that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. The company is in the process of taking necessary steps towards commencing alternate business and has prepared the financial statements on a going concern basis.

Our opinion is not modified in respect of this matter.

Emphasis of Matter
We draw attention to

a. Note 5.11 of schedule 16 to the Interim Condensed Special Purpose Audited Financial Statements on the possible effects of the COVID 19 Pandemic.
b. Note 5.13.a of Schedule 16 to the Interim Condensed Special Purpose Audited Financial Statements, regarding the Scheme of Arrangement to demerge the Insurance business from the Company w.e.f. 1st April 2020, for which company is currently in process of obtaining necessary regulatory approvals. Pending such approvals, the transaction has not been given effect to in these financial statements.

Our opinion is not modified in respect of these matters.

Other Matter
The actuarial valuation of liabilities in respect of claims Incurred But Not Reported (IBNR), including claims Incurred But Not Enough Reported (IBNER) and provisioning for Premium Deficiency and Free Look Reserve as at September 30, 2020 is the responsibility of the Company's Appointed Actuary ("Actuary") and has been duly certified by the Actuary. The Appointed Actuary has also certified that in his opinion, the assumptions for such valuation are in accordance with the guidelines and norms, if any, issued by the Insurance Regulatory and Development Authority of India ("the Authority") and the Actuarial Society of India in concurrence with IRDAI. We have relied upon the Actuary's certificate in this regard for forming our opinion on the financial statements of the Company.

Our opinion is not modified in this regard.

Responsibility of Management and those charged with Governance for the Interim Condensed Special Purpose Audited Financial Statements

The Company's Board of Directors is responsible for the preparation of these Interim Condensed Special Purpose Audited Financial Statements for internal management reporting purpose, that give a true and fair view of the financial position, financial performance and Receipts and Payments of the Company in accordance with The Interim Condensed Special Purpose Audited Financial Statements have been prepared by the company for internal management reporting purpose as per requirements of the Insurance Act, the IRDA Act, the regulations, orders/directions, circulars, guidelines issued by the IRDAI in this regard and in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounting Standards) Amendment Rules, 2016 to the extent applicable and in the manner so required.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Interim Condensed Special Purpose Audited Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Interim Condensed Special Purpose Audited Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the company's financial reporting process.

Auditors' Responsibility for the Audit of the Interim Condensed Special Purpose Audited Financial Statements

Our objectives are to obtain reasonable assurance about whether the Interim Condensed Special Purpose Audited Financial Statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Interim Condensed Special Purpose Audited Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Interim Condensed Special Purpose Audited Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Interim Condensed Special Purpose Audited Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Interim Condensed Special Purpose Audited Financial Statements, including the disclosures, and whether the Interim Condensed Special Purpose Audited Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, related safeguards.

Restriction on Distribution and Use

The Interim Condensed Special Purpose Audited Financial Statements have been prepared for the specific purpose of internal management reporting purpose as mentioned in Note No. 1 of Schedule 16 forming part of Interim Condensed Special Purpose Audited Financial Statements. As a result, the Interim Condensed Special Purpose Audited Financial Statements may not be suitable for another purpose.

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

NIKHIL SINGHI
Digitally signed by NIKHIL SINGHI
Date: 2020.11.05 13:18:00 +05'30'

Nikhil Singhi
Partner
Membership No: 061567

Place: Mumbai
UDIN: 20061567AAAAAQ9859

For M. P. Chitale & Co.
Chartered Accountants
Firm Registration No. 101851W

Murtaza Taher Vajihi
Digitally signed by Murtaza Taher Vajihi
DN: c=IN, o=Personal, title=1951, pseudonym=72eead1ab677404fa39a0e34a75328c2f898065c, 2.5.4.20=bfec15907b8d53458f580756ebf26613cd99f283ac5af2096e10b78f95895ca6, postalCode=400002, st=Maharashtra, serialNumber=95d1c7852006877b9fc2d5415b181d5c648e726db1ff202c826cba0735e27650, cn=Murtaza Taher Vajihi
Date: 2020.11.05 15:54:35 +05'30'

Murtuza Vajihi
Partner
Membership No: 112555

Place: Mumbai
UDIN:20112555AAAACW8656

Interim Condensed Special Purpose Audited Financial Statements
Form B-RA

BHARTI AXA GENERAL INSURANCE COMPANY LIMITED
IRDAI REGISTRATION NUMBER 139 DATED 27-06-2008

REVENUE ACCOUNT

Fire Insurance Business

Particulars	Schedule Ref.	For the Half Year Ending September 2020	For the Half Year Ending September 2019
		Rs. (`000)	Rs. (`000)
Premiums earned-(Net)	1	1,86,997	1,25,785
Profit/(Loss) on sale/redemption of Investments (Net)		6,516	8,850
Amortisation of Discount/(Premium)		(992)	(389)
Interest, Dividend & Rent-Gross (Net of depreciation on Investment Property)		43,194	32,614
Others:-			
Investment Income from Terrorism Pool		12,192	6,175
Miscellaneous Income		24	15
Total (A)		**2,47,931**	**1,73,049**
Claims incurred (Net)	2	2,61,349	1,13,533
Commission	3	41,131	(19,543)
Operating Expenses related to Insurance Business	4	1,40,830	93,973
Others:-			
Terrorism Pool Expenses		2,708	3,171
Premium Deficiency		-	(28,910)
Total (B)		**4,46,018**	**1,62,224**
Operating profit/(Loss) from Fire Business (C)=(A)-(B)		**(1,98,087)**	**10,825**
Appropriations			
Transfer to Shareholders' Account		(1,98,087)	10,825
Transfer to catastrophe Reserve		-	-
Transfer to Other Reserves		-	-
Total (C)		**(1,98,087)**	**10,825**

Significant accounting policies and notes to accounts **16**

The Schedules referred to above and the notes to accounts form an integral part of the Interim Condensed Special Purpose Audited Financial Statements

As per our report of even date

For Singhi & Co
Chartered Accountants
(Regn No.302049E)

Digitally signed by NIKHIL SINGHI
Date: 2020.11.05 12:45:32 +05'30'

NIKHIL SINGHI
(Partner)
Membership No.061567

For M P Chitale & Co
Chartered Accountants

Murtaza Taher Vajihi
Digitally signed by Murtaza Taher Vajihi
Date: 2020.11.05 13:59:27 +05'30'

MURTUZA VAJIHI
(Partner)

For and on behalf of the Board

RAKESH BHARTI MITTAL
Digitally signed by RAKESH BHARTI MITTAL
Date: 2020.11.04 18:52:18 +05'30'

RAKESH BHARTI MITTAL
(CHAIRMAN)
DIN- 00042494

RAJESH SUD
Digitally signed by RAJESH SUD
Date: 2020.11.04 18:43:41 +05'30'

RAJESH SUD
(DIRECTOR)
DIN- 02395182

SANJEEV SRINIVASAN

SANJEEV S
(CHIEF EXECUTIVE OFFICER & MD)
DIN- 07644073

rahul ahuja
Digitally signed by rahul ahuja
Date: 2020.11.04 20:13:05 +05'30'

RAHUL AHUJA
(CHIEF FINANCIAL OFFICER)

AMIT RAHEJA

AMIT RAHEJA
(COMPANY SECREATRY)

Date: 4th November, 2020
Place: Mumbai

Interim Condensed Special Purpose Audited Financial Statements
Form B-RA

BHARTI AXA GENERAL INSURANCE COMPANY LIMITED
IRDAI REGISTRATION NUMBER 139 DATED 27-06-2008

REVENUE ACCOUNT

Marine Insurance Business

Particulars	Schedule Ref.	For the Half Year Ending September 2020	For the Half Year Ending September 2019
		Rs. (`000)	Rs. (`000)
Premiums earned-(Net)	1	2,15,290	2,04,079
Profit/(Loss) on sale/redemption of Investments (Net)		4,038	5,258
Amortisation of Discount/(Premium)		(615)	(231)
Interest, Dividend & Rent-Gross (Net of depreciation on Investment Property)		26,766	19,376
Others:-			
Investment Income from Terrorism Pool		-	-
Miscellaneous Income		18	21
Total (A)		**2,45,497**	**2,28,504**
Claims incurred (Net)	2	1,74,979	2,42,056
Commission	3	32,419	39,273
Operating Expenses related to Insurance Business	4	74,846	96,220
Premium Deficiency		(14,751)	16,801
Total (B)		**2,67,493**	**3,94,349**
Operating profit/(Loss) from Marine Business (C)=(A)-(B)		**(21,996)**	**(1,65,845)**
Appropriations			
Transfer to Shareholders' Account		(21,996)	(1,65,845)
Transfer to catastrophe Reserve		-	-
Transfer to Other Reserves		-	-
Total (C)		**(21,996)**	**(1,65,845)**

Significant accounting policies and notes to accounts **16**

The Schedules referred to above and the notes to accounts form an integral part of the Interim Condensed Special Purpose Audited Financial Statements

As per our report of even date

For Singhi & Co
Chartered Accountants
(Regn No.302049E)

NIKHIL SINGHI
Digitally signed by NIKHIL SINGHI
Date: 2020.11.05 12:49:19 +05'30'

NIKHIL SINGHI
(Partner)
Membership No.061567

For M P Chitale & Co
Chartered Accountants

Murtaza Taher Vajihi
Digitally signed by Murtaza Taher Vajihi
DN: c=IN, o=Personal, 2.5.4.20=bfec15907b8d5345f5580756ebf26613cd99f283ac5af2096e10b78f95895ca6, postalCode=400002, st=Maharashtra, serialNumber=95d1c7852006877b9fc2d5415b181d5c648e726db1f8202c826cba0735e27650, cn=Murtaza Taher Vajihi
Date: 2020.11.05 16:00:22 +05'30'

MURTUZA VAJIHI
(Partner)

For and on behalf of the Board

RAKESH BHARTI MITTAL
Digitally signed by RAKESH BHARTI MITTAL
Date: 2020.11.04 18:53:11 +05'30'

RAKESH BHARTI MITTAL
(CHAIRMAN)
DIN- 00042494

RAJESH SUD
Digitally signed by RAJESH SUD
Date: 2020.11.04 18:44:24 +05'30'

RAJESH SUD
(DIRECTOR)
DIN- 02395182

SANJEEV SRINIVASAN

SANJEEV S
(CHIEF EXECUTIVE OFFICER & MD)
DIN- 07644073

rahul ahuja
Digitally signed by rahul ahuja
DN: c=IN, o=Personal, postalCode=110065, st=DELHI, serialNumber=a24998a5a211e342f6b641c32054f8e4eaa629f33d37a0e02c91f8aeed223393 36, cn=rahul ahuja
Date: 2020.11.04 20:16:23 +05'30'

RAHUL AHUJA
(CHIEF FINANCIAL OFFICER)

Date: 4th November, 2020
Place: Mumbai

AMIT RAHEJA
Digitally signed by AMIT RAHEJA
DN: c=IN, st=Maharashtra, 2.5.4.20=3e5a1b1f1f9c2a9a1911f9c2144172d2e9a6d2f4bc1a6513f1d7a55, postalCode=400063, street=B701 ANANDA HIRANANDANI MEADOWS THANE WEST MAHARASHTRA, oid.2.5.4.65=e1971ba4e3b7f63092ce67f6c49bc6c31f765ad53df65d1f0bbbcc2d8f2b9c5, telephoneNumber=+9198672 91410, pseudonym=f1b0b85c8a14a2f39899b24f4f2f38
Date: 2020.11.04 20:43:15 +05'30'

AMIT RAHEJA
(COMPANY SECREATRY)

Interim Condensed Special Purpose Audited Financial Statements
Form B-RA

BHARTI AXA GENERAL INSURANCE COMPANY LIMITED
IRDAI REGISTRATION NUMBER 139 DATED 27-06-2008

REVENUE ACCOUNT

Miscellaneous Insurance Business

Particulars	Schedule Ref.	For the Half Year Ending September 2020	For the Half Year Ending September 2019
		Rs. (`000)	Rs. (`000)
Premiums earned-(Net)	1	84,06,802	78,49,363
Profit/(Loss) on sale/redemption of Investments (Net)		2,21,806	3,60,118
Amortisation of Discount/(Premium)		(33,781)	(15,822)
Interest, Dividend & Rent-Gross (Net of depreciation on Investment Property)		14,70,396	13,27,115
Others:-			
Investment Income from Terrorism Pool		2,023	1,108
Miscellaneous Income		2,586	1,644
Total (A)		**1,00,69,832**	**95,23,526**
Claims incurred (Net)	2	54.05.429	62.88.898
Commission	3	2,60,644	4,43,213
Operating Expenses related to Insurance Business	4	31,53,079	32,55,163
Premium Deficiency		-	-
Others:-			
Terrorism Pool Expenses		449	569
Contribution to Solatium Fund		2,079	2,882
Total (B)		**88,21,680**	**99,90,725**
Operating profit/(Loss) from Miscellaneous Business (C)=(A)-(B)		**12,48,152**	**(4,67,199)**
Appropriations			
Transfer to Shareholders' Account		12,48,152	(4,67,199)
Transfer to catastrophe Reserve		-	-
Transfer to Other Reserves		-	-
Total (C)		**12,48,152**	**(4,67,199)**

Significant accounting policies and notes to accounts **16**

The Schedules referred to above and the notes to accounts form an integral part of the Interim Condensed Special Purpose Audited Financial Statements

As per our report of even date

For Singhi & Co
Chartered Accountants
(Regn No.302049E)

NIKHIL SINGHI
Digitally signed by NIKHIL SINGHI
Date: 2020.11.05 12:50:18 +05'30'

NIKHIL SINGHI
(Partner)
Membership No.061567

For M P Chitale & Co
Chartered Accountants

Murtaza Taher Vajihi
Digitally signed by Murtaza Taher Vajihi
DN: c=IN, o=Personal, title=1951, pseudonym=72eead1ab67740f4a39a0e34a75328c2f898065c, 2.5.4.20=bfec15907bbd53458f580756ebf2661 3cd99f283ac5af2096e10b78f95895ca6, postalCode=400002, st=Maharashtra, serialNumber=95d1c785200687fb9f2d5415b181d5c648be726dbb1ff202c826cba0735e27650, cn=Murtaza Taher Vajihi
Date: 2020.11.05 16:01:20 +05'30'

MURTUZA VAJIHI
(Partner)

For and on behalf of the Board

RAKESH BHARTI MITTAL
Digitally signed by RAKESH BHARTI MITTAL
Date: 2020.11.04 18:53:46 +05'30'

RAKESH BHARTI MITTAL
(CHAIRMAN)
DIN- 00042494

RAJESH SUD
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Date: 2020.11.04 18:45:03 +05'30'

RAJESH SUD
(DIRECTOR)
DIN- 02395182

SANJEEV SRINIVASAN

SANJEEV S
(CHIEF EXECUTIVE OFFICER & MD)
DIN- 07644073

rahul ahuja
Digitally signed by rahul ahuja
DN: c=IN, o=Personal, postalCode=110065, st=DELHI, serialNumber=a24998c5d217e3428b6041c0209 8be4e6e92853d37a0eb2e93f4aae022010336, cn=rahul ahuja
Date: 2020.11.04 20:19:16 +05'30'

RAHUL AHUJA
(CHIEF FINANCIAL OFFICER)

AMIT RAHEJA
(COMPANY SECREATRY)

AMIT RAHEJA

Date: 4th November, 2020
Place: Mumbai

BHARTI AXA GENERAL INSURANCE COMPANY LIMITED
SCHEDULES FORMING PART OF INTERIM CONDENSED SPECIAL PURPOSE AUDITED FINANCIAL STATEMENTS

SCHEDULE-1 PREMIUM EARNED (NET)

For the Half Year Ending September 2020

(Rs. '000)

Particulars	Fire	Marine			Motor			Workmen's Compensation	Public Liability	Engineering	Aviation	Personal Accident	Health Insurance	Crop / Weather Insurance	Credit Insurance	Others	Misc	Total
		Cargo	Others	Total	Total	OD	TP										Total	
Premium from Direct Business Written :	18,24,026	3,68,558	-	3,68,558	49,49,050	28,69,571	20,79,479	51,284	2,12,131	1,95,620	-	2,20,703	20,61,686	55,10,637	12,020	1,53,920	1,33,67,051	1,55,59,635
Add : Premium on Reinsurance Accepted	1,63,160	12,065	-	12,065	-	-	-	-	665	8,861	-	-	-	-	-	-	9,526	1,84,751
Less : Premium on Reinsurance Ceded	16,40,745	1,35,693	-	1,35,693	3,32,864	1,74,352	1,58,512	8,358	1,37,331	1,67,268	-	14,410	2,49,996	45,41,213	11,320	81,991	55,44,751	73,21,189
																	-	-
Net Premium	**3,46,441**	**2,44,930**	**-**	**2,44,930**	**46,16,186**	**26,95,219**	**19,20,967**	**42,926**	**75,465**	**37,213**	**-**	**2,06,293**	**18,11,690**	**9,69,424**	**700**	**71,929**	**78,31,826**	**84,23,197**
Adjustment for change in Unexpired Risk Reserve				-													-	-
Less: Reserve created during the period	6,45,484	1,82,592	-	1,82,592	52,30,082	30,51,607	21,78,475	39,876	1,24,326	51,478	-	3,01,365	16,62,612	5,37,697	486	95,078	80,43,000	88,71,076
Add: Reserve created during the previous year Written back	4,86,040	1,52,952	-	1,52,952	69,71,706	41,32,640	28,39,066	40,240	89,264	50,462	-	2,65,018	10,71,824	62,795	316	66,351	86,17,976	92,56,968
																	-	-
Total Premium Earned (Net)	**1,86,997**	**2,15,290**	**-**	**2,15,290**	**63,57,810**	**37,76,252**	**25,81,558**	**43,290**	**40,403**	**36,197**	**-**	**1,69,946**	**12,20,902**	**4,94,522**	**530**	**43,202**	**84,06,802**	**88,09,089**

* Refer Note No. 5.3

BHARTI AXA GENERAL INSURANCE COMPANY LIMITED
SCHEDULES FORMING PART OF INTERIM CONDENSED SPECIAL PURPOSE AUDITED FINANCIAL STATEMENTS

SCHEDULE-2 CLAIMS INCURRED (NET)

For the Half Year Ending September 2020

(Rs. '000)

Particulars	Fire	Marine			Motor			Workmen's Compensation	Public Liability	Engineering	Aviation	Personal Accident	Health Insurance	Crop / Weather Insurance	Credit Insurance	Others	Misc	Total
		Cargo	Others	Total	Total	OD	TP										Total	
Claims Paid																		
Direct	3,14,682	1,82,028	-	1,82,028	22,10,719	19,02,452	3,08,267	18,372	2,693	24,065	-	38,955	6,81,202	85,414	3,731	48,795	31,13,946	36,10,656
Add : Reinsurance Accepted	53,929	5,254	-	5,254	-	-	-	-	-	1,893	-	-	7,555	-	-	-	9,448	68,631
Less : Reinsurance Ceded	2,24,292	39,595	-	39,595	1,29,255	93,707	35,548	918	377	15,939	-	1,920	35,493	62,374	3,544	28,879	2,78,699	5,42,586
Net Claims Paid	**1,44,319**	**1,47,687**	**-**	**1,47,687**	**20,81,464**	**18,08,745**	**2,72,719**	**17,454**	**2,316**	**10,019**	**-**	**37,035**	**6,53,264**	**23,040**	**187**	**19,916**	**28,44,695**	**31,36,701**
Claims Outstanding (including IBNR & IBNER)				-														
Add : Claims Outstanding at the close of the period (net of Re-insurance)	4,55,458	4,47,011	-	4,47,011	2,29,64,919	15,02,521	2,14,62,398	1,07,984	2,55,225	1,27,365	-	2,16,102	8,87,519	9,64,637	6,676	1,23,271	2,56,53,698	2,65,56,167
Less: Claims Outstanding at the beginning of the period (net of Re-insurance)	3,38,428	4,19,719	-	4,19,719	2,07,89,158	13,04,936	1,94,84,222	94,516	2,14,107	1,11,065	-	1,64,894	7,99,396	8,03,691	5,493	1,10,644	2,30,92,964	2,38,51,111
Total Claims Incurred	**2,61,349**	**1,74,979**	**-**	**1,74,979**	**42,57,225**	**20,06,330**	**22,50,895**	**30,922**	**43,434**	**26,319**	**-**	**88,243**	**7,41,387**	**1,83,986**	**1,370**	**32,543**	**54,05,429**	**58,41,757**

BHARTI AXA GENERAL INSURANCE COMPANY LIMITED
SCHEDULES FORMING PART OF INTERIM CONDENSED SPECIAL PURPOSE AUDITED FINANCIAL STATEMENTS

SCHEDULE - 3 COMMISSION

For the Half Year Ending September 2020

(Rs. '000)

Particulars	Fire	Marine			Motor			Workmen's Compensation	Public Liability	Engineering	Aviation	Personal Accident	Health Insurance	Crop / Weather Insurance	Credit Insurance	Others	Misc	Total
		Cargo	Others	Total	Total	OD	TP										Total	
Commission paid direct	1.62.503	42.627	-	42.627	5.44.902	5.26.249	18.653	5.028	20.107	15.147	-	16.046	1.69.070	-	1.404	16.758	7.88.462	9.93.592
Add: Commission on Re-insurance Accepted	12,479	893	-	893	-	-	-	-	47	498	-	-	-	-	-	-	545	13,917
Less: Commission on Re-insurance Ceded	1,33,851	11,101	-	11,101	27,077	21,523	5,554	393	8,315	17,040	-	1,655	1,18,883	3,47,176	2,262	5,562	5,28,363	6,73,315
																	-	-
Net Commission	**41.131**	**32.419**	**-**	**32.419**	**5.17.825**	**5.04.726**	**13.099**	**4.635**	**11.839**	**(1.395)**	**-**	**14.391**	**50.187**	**(3.47.176)**	**(858)**	**11.196**	**2.60.644**	**3.34.194**
Break-up of the commission (Gross) incurred to procure direct business furnished as per details below:																		
Agents	10,604	6,906	-	6,906	33,222	31,238	1,984	1,359	774	1,781	-	870	8,534	-	-	3,049	49,589	67,099
Brokers	1,11,290	29,111	-	29,111	3,03,574	2,91,814	11,760	2,892	15,717	11,898	-	4,898	56,293	-	939	6,594	4,02,805	5,43,206
Corporate Agency	12,334	599	-	599	60,378	58,344	2,034	375	132	358	-	9,945	1,00,739	-	-	5,783	1,77,710	1,90,643
Rewards - Agents/Brokers	28,273	6,011	-	6,011	98,673	98,673	-	402	3,484	1,110	-	312	3,454	-	465	1,332	1,09,232	1,43,516
Others (MISP, POSP)	2	-	-	-	49,055	46,180	2,875	-	-	-	-	21	50	-	-	-	49,126	49,128
Total (B)	**1,62,503**	**42,627**	**-**	**42,627**	**5,44,902**	**5,26,249**	**18,653**	**5,028**	**20,107**	**15,147**	**-**	**16,046**	**1,69,070**	**-**	**1,404**	**16,758**	**7,88,462**	**9,93,592**

BHARTI AXA GENERAL INSURANCE COMPANY LIMITED
SCHEDULES FORMING PART OF INTERIM CONDENSED SPECIAL PURPOSE AUDITED FINANCIAL STATEMENTS

SCHEDULE-4 OPERATING EXPENSES RELATED TO INSURANCE BUSINESS **(Rs. '000)**

For the Half Year Ending September 2020

Particulars	Fire	Marine Cargo	Marine Others	Marine Total	Motor Total	Motor OD	Motor TP	Workmen's Compensation	Public Liability	Engineering	Aviation	Personal Accident	Health Insurance	Crop / Weather Insurance	Credit Insurance	Others	Miscellaneous Total	Total
Employees' remuneration and welfare benefits	38,620	22,154	-	22,154	6,53,916	3,79,271	2,74,645	3,715	7,500	3,237	-	37,354	3,05,812	36,495	49	18,536	10,66,614	11,27,388
Travel, conveyance and vehicle running expenses	1,700	1,181	-	1,181	20,902	12,123	8,779	210	381	186	-	849	7,629	4,527	3	283	34,970	37,851
Training Expenses	768	543	-	543	10,233	5,935	4,298	95	167	82	-	457	4,016	2,149	2	159	17,360	18,671
Rents, rates and taxes	5,086	3,373	-	3,373	67,061	38,895	28,166	612	1,083	537	-	2,937	25,439	11,799	9	1,107	1,10,584	1,19,043
Repairs Maintenance (including Electricity Expenses)	886	627	-	627	11,809	6,849	4,960	110	193	95	-	528	4,635	2,480	2	184	20,036	21,549
Printing and stationery	313	207	-	207	6,604	3,830	2,774	35	49	26	-	414	3,324	762	-	186	11,400	11,920
Communication Expenses	4,168	2,947	-	2,947	55,536	32,211	23,325	516	908	448	-	2,482	21,796	11,663	8	866	94,223	1,01,338
Legal and professional charges	4,868	3,441	-	3,441	69,722	40,439	29,283	603	1,060	523	-	2,898	25,454	54,882	10	1,010	1,56,162	1,64,471
Auditor's fees expenses etc.				-		-	-										-	-
(a) as auditor	113	80	-	80	1,507	874	633	14	25	12	-	67	592	317	-	23	2,557	2,750
(b) as advisor or in any other capacity, in respect of	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i) Taxation matters	41	29	-	29	548	318	230	5	9	4	-	25	215	115	-	9	930	1,000
(ii) Insurance matters				-		-	-										-	-
(iii) Certification Fee	19	13	-	13	252	146	106	2	4	2	-	11	99	53	-	4	427	459
(c) in any other capacity				-		-	-										-	-
Audit Out of Pocket expenses	14	10	-	10	189	110	79	2	3	2	-	8	74	40	-	3	321	345
Advertisement and Publicity	67,493	29,798	-	29,798	8,55,190	4,96,010	3,59,180	7,166	12,182	6,649	-	30,817	2,43,294	26,217	57	17,066	11,98,638	12,95,929
Interest and Bank Charges	1,423	1,006	-	1,006	18,957	10,995	7,962	176	310	153	-	847	7,440	3,981	3	295	32,162	34,591
Others				-		-	-										-	-
Information technology	6,401	4,525	-	4,525	85,288	49,468	35,821	793	1,394	688	-	3,811	33,472	17,911	13	1,329	1,44,700	1,55,626
Marketing Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Exchange (gain) /loss	69	49	-	49	917	532	385	9	15	7	-	41	360	193	-	14	1,556	1,674
Miscellaneous Expenses*	556	393	-	393	7,409	4,297	3,112	69	121	60	-	331	2,908	1,556	1	115	12,570	13,519
Support Services	5,977	2,834	-	2,834	1,10,677	64,193	46,484	664	784	551	-	5,225	40,622	12,501	4	2,725	1,73,753	1,82,564
GST on Exempted Services	240	170	-	170	3,202	1,857	1,345	30	52	26	-	143	1,257	22,440	-	50	27,200	27,610
(Profit)/ Loss on Discard / Sale of Assets	10	7	-	7	133	77	56	1	2	1	-	6	52	28	-	2	225	242
Depreciation	2,065	1,460	-	1,460	27,520	15,962	11,558	256	450	222	-	1,230	10,801	5,779	4	429	46,691	50,216
	1,40,830	**74,847**	**-**	**74,847**	**20,07,572**	**11,64,392**	**8,43,181**	**15,083**	**26,692**	**13,511**	**-**	**90,481**	**7,39,291**	**2,15,888**	**165**	**44,395**	**31,53,079**	**33,68,756**

* Miscellaneous expenses does not exceed 1% of the Gross written premium less Reinsurance

BHARTI AXA GENERAL INSURANCE COMPANY LIMITED
SCHEDULES FORMING PART OF INTERIM CONDENSED SPECIAL PURPOSE AUDITED FINANCIAL STATEMENTS

SCHEDULE-1A PREMIUM EARNED (NET)

(Rs. '000)

For the Half Year Ending September 2019

Particulars	Fire	Marine			Motor			Workmen's Compensation	Public Liability	Engineering	Aviation	Personal Accident	Health Insurance	Crop / Weather Insurance	Credit Insurance	Others	Misc	Total
		Cargo	Others	Total	Total	OD	TP											
Premium from Direct Business Written :	11,80,775	4,50,762	-	4,50,762	66,84,477	38,02,388	28,82,089	50,148	1,90,100	1,90,330	-	1,80,898	19,80,413	46,72,892	12,686	1,13,314	1,40,75,258	1,57,06,795
Add : Premium on Reinsurance Accepted	1,35,430	6,681	-	6,681	-	-	-	-	3,295	5,867	-	-	-	-	-	-	9,162	1,51,273
Less : Premium on Reinsurance Ceded	10,74,931	1,49,471	-	1,49,471	5,48,137	2,33,610	3,14,527	7,759	81,613	1,56,149	-	10,550	2,89,113	38,73,205	11,836	64,114	50,42,476	62,66,878
Net Premium	**2,41,274**	**3,07,972**	**-**	**3,07,972**	**61,36,340**	**35,68,778**	**25,67,562**	**42,389**	**1,11,783**	**40,048**	**-**	**1,70,348**	**16,91,300**	**7,99,688**	**850**	**49,200**	**90,41,945**	**95,91,192**
Adjustment for change in Unexpired Risk Reserve																		
Less: Reserve created during the period	4,64,493	2,37,642	-	2,37,642	60,10,917	35,04,437	25,06,480	42,075	1,04,243	54,490	-	1,49,560	13,42,442	4,64,782	423	53,286	82,22,218	89,24,353
Add: Reserve created during the previous year Written back	3,49,004	1,33,749	-	1,33,749	56,48,198	33,63,291	22,84,907	39,011	81,303	51,698	-	91,442	10,44,688	42,878	369	30,053	70,29,640	75,12,393
				-													-	-
Total Premium Earned (Net)	**1,25,785**	**2,04,079**	**-**	**2,04,079**	**57,73,622**	**34,27,632**	**23,45,990**	**39,325**	**88,842**	**37,257**	**-**	**1,12,230**	**13,93,547**	**3,77,784**	**796**	**25,967**	**78,49,368**	**81,79,231**

BHARTI AXA GENERAL INSURANCE COMPANY LIMITED
SCHEDULES FORMING PART OF INTERIM CONDENSED SPECIAL PURPOSE AUDITED FINANCIAL STATEMENTS

SCHEDULE-2A CLAIMS INCURRED (NET)

(Rs. '000)

For the Half Year Ending September 2019

Particulars	Fire	Marine			Motor			Workmen's Compensation	Public Liability	Engineering	Aviation	Personal Accident	Health Insurance	Crop / Weather Insurance	Credit Insurance	Others	Misc	Total
		Cargo	Others	Total	Total	OD	TP										Total	
Claims Paid																		
Direct	1,42,145	2,13,797	-	2,13,797	34,14,207	25,27,447	8,86,760	18,178	(891)	2,51,304	-	70,183	10,64,629	14,43,865	3,275	10,705	62,75,455	66,31,397
Add : Reinsurance Accepted	23,399	7,400	-	7,400	-	-	-	-	-	25	-	-	-	-	-	-	25	30,824
Less : Reinsurance Ceded	1,17,164	80,456	-	80,456	2,26,832	1,26,554	1,00,278	1,024	993	2,25,634	-	4,740	57,439	11,52,434	3,080	3,701	16,75,877	18,73,497
Net Claims Paid	**48,380**	**1,40,741**	**-**	**1,40,741**	**31,87,375**	**24,00,893**	**7,86,482**	**17,154**	**(1,884)**	**25,696**	**-**	**65,443**	**10,07,190**	**2,91,431**	**195**	**7,004**	**45,99,603**	**47,88,724**
Claims Outstanding (including IBNR & IBNER)																		
Add : Claims Outstanding at the close of the period (net of Re-insurance)	3,22,042	2,78,763	-	2,78,763	1,97,18,144	11,66,739	1,85,51,405	73,258	2,00,067	1,13,112	-	1,59,394	6,16,547	6,06,906	3,536	95,145	2,15,86,109	2,21,86,914
Less: Claims Outstanding at the beginning of the period (net of Re-insurance)	2,56,889	1,77,448	-	1,77,448	1,81,60,687	10,72,393	1,70,88,294	69,358	1,53,032	1,03,869	-	1,39,306	5,28,073	6,62,025	3,163	77,300	1,98,96,813	2,03,31,150
Total Claims Incurred	**1,13,533**	**2,42,057**	**-**	**2,42,057**	**47,44,832**	**24,95,239**	**22,49,593**	**21,054**	**45,151**	**34,939**	**-**	**85,531**	**10,95,664**	**2,36,312**	**568**	**24,849**	**62,88,899**	**66,44,489**

BHARTI AXA GENERAL INSURANCE COMPANY LIMITED
SCHEDULES FORMING PART OF INTERIM CONDENSED SPECIAL PURPOSE AUDITED FINANCIAL STATEMENTS

SCHEDULE - 3A COMMISSION

(Rs. '000)

For the Half Year Ending September 2019

Particulars	Fire	Marine			Motor			Workmen's Compensation	Public Liability	Engineering	Aviation	Personal Accident	Health Insurance	Crop / Weather Insurance	Credit Insurance	Others	Misc	Total
		Cargo	Others	Total	Total	OD	TP										Total	
Commission paid direct	90,701	51,658	-	51,658	7,02,350	6,78,938	23,412	4,762	13,911	12,982	-	9,476	1,86,006	-	1,285	10,527	9,41,299	10,83,658
Add: Commission on Re-insurance Accepted	9,143	341	-	341	-	-	-	-	280	139	-	-	-	-	-	-	419	9,903
Less: Commission on Re-insurance Ceded	1,19,387	12,726	-	12,726	1,11,524	28,527	82,997	410	8,392	29,221	-	1,349	1,55,384	1,81,145	2,581	8,500	4,98,506	6,30,619
Net Commission	**(19,543)**	**39,273**	**-**	**39,273**	**5,90,826**	**6,50,411**	**(59,585)**	**4,352**	**5,799**	**(16,101)**	**-**	**8,128**	**30,622**	**(1,81,145)**	**(1,296)**	**2,027**	**4,43,212**	**4,62,942**
Break-up of the commission (Gross) incurred to procure direct business furnished as per details below:																		
Agents	8,753	5,709	-	5,709	55,961	52,296	3,665	1,726	1,130	1,939	-	1,409	33,402	-	40	2,110	97,718	1,12,181
Brokers	65,068	40,373	-	40,373	3,98,945	3,82,933	16,012	2,909	13,364	10,771	-	5,131	24,214	-	1,326	5,434	4,62,094	5,67,535
Corporate Agency	9,653	1,663	-	1,663	43,911	42,046	1,865	122	157	397	-	3,831	1,35,809	-	-	2,626	1,86,853	1,98,169
Rewards - Agents/Brokers	7,223	3,915	-	3,915	1,34,117	1,34,117	-	5	(740)	(125)	-	(905)	(7,449)	-	(81)	357	1,25,179	1,36,317
Others (MISP, POSP)	4	(2)	-	(2)	69,416	67,546	1,870	-	-	-	-	10	30	-	-	-	69,456	69,458
Total (B)	**90,701**	**51,658**	**-**	**51,658**	**7,02,350**	**6,78,938**	**23,412**	**4,762**	**13,911**	**12,982**	**-**	**9,476**	**1,86,006**	**-**	**1,285**	**10,528**	**9,41,301**	**10,83,658**

BHARTI AXA GENERAL INSURANCE COMPANY LIMITED
SCHEDULES FORMING PART OF INTERIM CONDENSED SPECIAL PURPOSE AUDITED FINANCIAL STATEMENTS

SCHEDULE-4A OPERATING EXPENSES RELATED TO INSURANCE BUSINESS **(Rs. '000)**

For the Half Year Ending September 2019

Particulars	Fire	Marine Cargo	Marine Others	Marine Total	Motor Total	Motor OD	Motor TP	Workmen's Compensation	Public Liability	Engineering	Aviation	Personal Accident	Health Insurance	Crop / Weather Insurance	Credit Insurance	Others	Miscellaneous Total	Total
Employees' remuneration and welfare benefits	34,602	42,718	-	42,718	6,76,050	3,93,178	2,82,872	5,244	15,638	5,209	-	20,615	2,16,175	42,848	107	6,876	9,88,762	10,66,082
Travel, conveyance and vehicle running expenses	1,853	2,049	-	2,049	44,288	25,757	18,531	301	709	304	-	1,136	11,820	3,610	5	394	62,567	66,469
Training Expenses	469	599	-	599	11,943	6,946	4,997	82	218	78	-	331	3,291	1,556	2	96	17,597	18,663
Rents, rates and taxes	3,484	4,199	-	4,199	81,294	47,279	34,015	576	1,527	561	-	2,296	23,055	7,285	11	717	1,17,322	1,25,005
Repairs Maintenance (including Electricity Expenses)	519	663	-	663	13,205	7,680	5,525	91	241	86	-	367	3,639	1,721	2	106	19,458	20,640
Printing and stationery	215	229	-	229	6,271	3,647	2,624	24	46	21	-	240	3,222	317	-	84	10,225	10,669
Communication Expenses	2,854	3,642	-	3,642	72,590	42,217	30,373	501	1,322	474	-	2,015	20,003	9,458	10	582	1,06,955	1,13,452
Legal and professional charges	1,725	2,202	-	2,202	55,834	32,472	23,362	303	799	286	-	1,218	12,095	10,417	6	352	81,310	85,237
Auditor's fees expenses etc.																		
(a) as auditor	76	98	-	98	1,944	1,130	814	13	35	13	-	54	536	253	-	16	2,864	3,039
(b) as advisor or in any other capacity, in respect of	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i) Taxation matters	4	5	-	5	96	56	40	1	2	1	-	3	26	13	-	1	143	150
(ii) Insurance matters	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(iii) Certification Fee	7	9	-	9	170	99	71	1	3	1	-	5	47	22	-	1	250	267
(c) in any other capacity	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Audit Out of Pocket expenses	11	14	-	14	283	165	118	2	5	2	-	8	78	37	-	2	417	443
Advertisement and Publicity	37,699	27,175	-	27,175	10,62,913	6,18,170	4,44,743	6,227	8,108	6,804	-	21,681	2,18,689	31,543	67	6,332	13,62,364	14,27,239
Interest and Bank Charges	565	722	-	722	14,383	8,365	6,018	99	262	94	-	399	3,963	34,296	2	115	53,613	54,900
Others	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Information technology	5,453	6,961	-	6,961	1,38,725	80,680	58,045	958	2,527	905	-	3,850	38,228	18,075	19	1,112	2,04,399	2,16,815
Marketing Expenses	591	754	-	754	15,036	8,745	6,291	104	274	98	-	417	4,143	1,959	2	121	22,154	23,500
Exchange (gain) /loss	12	16	-	16	314	183	131	2	6	2	-	9	86	41	-	3	463	490
Miscellaneous Expenses*	207	264	-	264	5,269	3,064	2,204	36	96	34	-	146	1,452	687	1	42	7,763	8,235
Support Services	2,290	2,195	-	2,195	61,570	35,808	25,762	369	684	380	-	1,490	16,169	17,664	5	551	98,882	1,03,367
GST/ST on Exempted Services	190	243	-	243	4,840	2,815	2,025	33	88	32	-	134	1,334	48,178	1	39	54,679	55,112
(Profit)/ Loss on Sale of Assets	(22)	(29)	-	(29)	(569)	(331)	(238)	(4)	(10)	(4)	-	(16)	(157)	(74)	-	(5)	(839)	(888)
Depreciation	1,169	1,492	-	1,492	29,737	17,294	12,442	205	542	194	-	825	8,195	3,875	4	238	43,815	46,475
	93,971	**96,219**	**-**	**96,219**	**22,96,186**	**13,35,419**	**9,60,766**	**15,168**	**33,122**	**15,575**	**-**	**57,224**	**5,86,090**	**2,33,780**	**245**	**17,775**	**32,55,166**	**34,45,358**

* Miscellaneous expenses does not exceed 1% of the Gross written premium less Reinsurance

Interim Condensed Special Purpose Audited Financial Statements
Form B-BS

BHARTI AXA GENERAL INSURANCE COMPANY LIMITED
IRDAI REGISTARTION NUMBER 139 DATED 27-06-2008

BALANCE SHEET

Particulars	Schedule Ref.	As at Sep 30, 2020 (Rs. '000)	As at Mar 31, 2020 (Rs. '000)
SOURCES OF FUNDS			
Share Capital	5	2,05,59,812	2,00,59,812
Share Application Money		-	-
Reserves and Surplus	6	17,19,685	17,20,185
Fair Value Change - Shareholder Funds		7,155	(667)
Fair Value Change - Policyholder Funds		36,608	(4,064)
Borrowings	7	25,50,000	25,50,000
Total		**2,48,73,260**	**2,43,25,266**
APPLICATION OF FUNDS			
Investments - Shareholders fund	8	85,01,232	67,19,025
Investments - Policyholders fund	8A	4,34,94,073	4,09,33,625
Loans	9	-	-
Fixed Assets	10	1,90,481	1,85,254
Current Assets			
Cash and Bank Balances	11	2,42,892	24,48,776
Advances And Other Assets	12	1,23,21,885	77,46,394
Sub Total (A)		**1,25,64,777**	**1,01,95,170**
Current Liabilities	13	4,49,51,494	3,92,58,375
Provisions	14	91,39,967	96,12,184
Sub Total (B)		**5,40,91,461**	**4,88,70,559**
Net Current Assets (C) = (A - B)		**(4,15,26,684)**	**(3,86,75,390)**
Miscellaneous Expenditure (to the extent not written off or adjusted)	15	-	-
Debit Balance in Profit And Loss Account		1,42,14,158	1,51,62,753
Total		**2,48,73,260**	**2,43,25,268**
Significant accounting policies and notes to accounts	16		

The Schedules referred to above and the notes to accounts form an integral part of the Interim Condensed Special Purpose Audited Financial Statements

As per our report of even date

For Singhi & Co
Chartered Accountants
(Regn No.302049E)

NIKHIL SINGHI
Digitally signed by NIKHIL SINGHI
Date: 2020.11.05 12:11:06 +05'30'

NIKHIL SINGHI
(Partner)
Membership No.061567

For M P Chitale & Co
Chartered Accountants

Murtaza Taher Vajihi
Digitally signed by Murtaza Taher Vajihi
DN: c=IN, o=Personal, title=1951, pseudonym=72eead1a8677404f1a39a0e34a75328c2f898069c, 2.5.4.20=8dfec159078de853458f580756ebf2661 3cdf9f283ac5af2096e10b78f95895ca6, postalCode=400002, st=Maharashtra, serialNumber=95d1c7852006877b9fc2d5415b181d5c648e726db1ff202c826cba073562765f0, cn=Murtaza Taher Vajihi
Date: 2020.11.05 16:05:05 +05'30'

MURTUZA VAJIHI
(Partner)

For and on behalf of the Board

RAKESH BHARTI MITTAL
Digitally signed by RAKESH BHARTI MITTAL
Date: 2020.11.04 18:48:47 +05'30'

RAKESH BHARTI MITTAL
(CHAIRMAN)
DIN- 00042494

RAJESH SUD
Digitally signed by RAJESH SUD
Date: 2020.11.04 18:39:59 +05'30'

RAJESH SUD
(DIRECTOR)
DIN- 02395182

SANJEEV SRINIVASAN

SANJEEV S
(CHIEF EXECUTIVE OFFICER & MD)
DIN- 07644073

rahul ahuja

RAHUL AHUJA
(CHIEF FINANCIAL OFFICER)

Date: 4th November, 2020
Place: Mumbai

AMIT RAHEJA

AMIT RAHEJA
(COMPANY SECREATRY)

Interim Condensed Special Purpose Audited Financial Statements
Form B-PL

BHARTI AXA GENERAL INSURANCE COMPANY LIMITED
IRDAI REGISTRATION NUMBER 139 DATED 27-06-2008

PROFIT AND LOSS ACCOUNT

Particulars	Schedule Ref.	For the Half Year Ending September 2020	For the Half Year Ending September 2019
		(Rs. '000)	(Rs. '000)
OPERATING PROFIT/(LOSS)			
(a) Fire Insurance		(1,98,087)	10,825
(b) Marine Insurance		(21,996)	(1,65,845)
(c) Miscellaneous Insurance		12,48,152	(4,67,199)
INCOME FROM INVESTMENTS			
(a) Interest,Dividends and Rent -Gross (Net of depreciation on Investment Property)		3,01,074	1,89,486
(b) Profit on sale/redemption of Investments (Net)		45,416	51,418
(C) Amortisation of Discount/(Premium)		(6,917)	(2,259)
OTHER INCOME		-	-
Total (A)		**13,67,642**	**(3,83,574)**
Provisions (Other than taxation)			
(a) For diminution in the value of investments		1,80,000	3,82,500
(b) For doubtful debts		48,013	6,800
(c) Others		-	-
Other Expenses			
(a) Expenses other than those related to the insurance business		639	560
(b) Bad debts written off		-	-
(c) Others			-
- Managerial Remuneration		11,870	9,505
- Interest on Debentures		1,17,255	1,14,456
- Debenture related expenses		828	828
- Merger Expenses		59,042	-
- Investment related expenses debited to Shareholders Account		1,400	958
Total (B)		**4,19,047**	**5,15,608**
Profit/(Loss) before tax		**9,48,595**	**(8,99,183)**
Provision for Taxation			
- Current Tax		-	-
- Deferred Tax		-	-
Profit/(Loss) after tax		**9,48,595**	**(8,99,183)**
Balance of Profit/(Loss) brought forward from last year		(1,51,62,753)	(1,27,26,482)
Appropriations			
(a) Interim dividends paid during the period		-	-
(b) Proposed final dividend		-	-
(c) Dividend distribution on tax		-	-
(d) Transfer to reserve/other accounts		-	-
(e) Debenture Redemption Reserve (Refer note no. 5.4)		-	-
Balance carried to Balance Sheet		**(1,42,14,158)**	**(1,36,25,665)**
Earning Per Share (Basic and Diluted) (in Rs.) (Refer Note No.5.1 of Schedule 16) (Face Value Rs.10 per share)		0.46	(0.54)

Significant accounting policies and notes to accounts **16**

The Schedules referred to above and the notes to accounts form an integral part of the Interim Condensed Special Purpose Audited Financial Statements

As per our report of even date

For Singhi & Co
Chartered Accountants
(Regn No.302049E)

NIKHIL SINGHI
Digitally signed by NIKHIL SINGHI
Date: 2020.11.05 12:12:46 +05'30'

NIKHIL SINGHI
(Partner)
Membership No.061567

For M P Chitale & Co
Chartered Accountants

Murtaza Taher Vajihi
Digitally signed by Murtaza Taher Vajihi
DN: c=IN, o=Personal, title=1951, pseudonym=72aead1ab6774049a39a0e34a73328c2f898065c, 2.5.4.20=bfec1590758d0534585f580756ebf2661 3cd99f2836ac5af20969e10b78f95898ca6, postalCode=400002, st=Maharashtra, serialNumber=df3d1c7852006877b9fc2d541b181d5cb48e726db1ff202c826cba0735e27600, cn=Murtaza Taher Vajihi
Date: 2020.11.05 16:06:12 +05'30'

MURTUZA VAJIHI
(Partner)

For and on behalf of the Board

RAKESH BHARTI MITTAL
Digitally signed by RAKESH BHARTI MITTAL
Date: 2020.11.04 18:49:46 +05'30'

RAKESH BHARTI MITTAL
(CHAIRMAN)
DIN- 00042494

RAJESH SUD
Digitally signed by RAJESH SUD
Date: 2020.11.04 18:41:16 +05'30'

RAJESH SUD
(DIRECTOR)
DIN- 02395182

SANJEEV SRINIVASAN

SANJEEV S
(CHIEF EXECUTIVE OFFICER & MD)
DIN- 07644073

rahul ahuja
Digitally signed by rahul ahuja
DN: c=IN, o=Personal, postalCode=110001, st=DELHI, serialNumber=e2099b3a217a21ajj3bab1c0339f8e4ce4c24953d2fabb6cb978aaa022203f336, cn=rahul ahuja
Date: 2020.11.04 19:41:48 +05'30'

RAHUL AHUJA
(CHIEF FINANCIAL OFFICER)

AMIT RAHEJA

AMIT RAHEJA
(COMPANY SECREATRY)

Date: 4th November, 2020
Place: Mumbai

Interim Condensed Special Purpose Audited Financial Statements

BHARTI AXA GENERAL INSURANCE COMPANY LIMITED
IRDAI REGISTRATION NUMBER 139 DATED 27-06-2008

Receipts and Payments Statement For the Half Year ended September 30, 2020

	Particulars	For the Half Year Ending September 2020 (Rs in '000's)	For the Half Year Ending September 2019 (Rs in '000's)
A.	**Cash Flows from the operating activities:**		
1	Premium received from policyholders, including advance receipts	1,38,32,655	1,91,39,655
2	Other receipts	22,422	(39,696)
3	Payments to the re-insurers, net of commissions and claims	(42,27,777)	(11,49,913)
4	Receipt/(Payments) to co-insurers, net of claims recovery	4,25,011	2,24,228
5	Payments of claims	(36,53,605)	(67,29,710)
6	Payments of commission and brokerage	(9,71,006)	(10,30,279)
7	Payments of other operating expenses	(38,69,826)	(40,74,833)
8	Preliminary and other pre operative expenses	-	-
9	Deposits, advances and staff loans	(25,750)	(63,649)
10	Taxes paid (TDS & Wealth Tax)	(3,88,396)	(5,20,961)
11	Service tax/Goods and Service Tax paid	(8,04,186)	(10,54,779)
12	Other payments	-	-
13	**Cash flows before extraordinary items**	**3,39,542**	**47,00,063**
14	Cash flow from extraordinary operations	-	-
15	**Net cash flow from operating activities**	**3,39,542**	**47,00,063**
B	**Cash flows from investing activities:**		
1	Purchase of fixed assets	(55,551)	(38,291)
2	Proceeds from sale of fixed assets	(136)	1,144
3	Purchases of investments	(1,61,39,717)	(2,83,80,376)
4	Loans disbursed	-	-
5	Sales of investments	1,22,52,902	2,18,94,894
6	Repayments received	-	-
7	Rents/Interests/ Dividends received	17,86,894	13,76,597
8	Investments in money market instruments and in liquid mutual funds (Net)	(6,97,113)	(8,99,265)
9	Expenses related to investments	(1,400)	(959)
10	**Net cash flow from investing activities**	**(28,54,121)**	**(60,46,256)**
C	**Cash flows from financing activities:**		
1	Proceeds from issuance of share capital	5,00,000	9,95,359
2	Proceeds from borrowing	-	3,50,000
3	Repayments of borrowing	-	-
4	Expenses on borrowing	-	-
5	Interest/dividends paid	(2,16,097)	(1,77,804)
6	**Net cash flow from financing activities**	**2,83,903**	**11,67,555**
D	**Effect of foreign exchange rates on cash and cash equivalents, net**		
E	**Net increase/(decrease) in cash and cash equivalents:**	**(22,30,676)**	**(1,78,638)**
1	Cash and cash equivalents at the beginning of the reporting period	20,21,852	3,54,746
2	Cash and cash equivalents at the end of the reporting period [1]	(2,08,824)	1,76,108

1 Cash and Cash equivalents at the end of period comprise of following balance sheet amounts;

Particulars	For the Half Year Ending September 2020	For the Half Year Ending September 2019
Cash (including cheques, drafts and Remittance in transit) (Refer Schedule 11)	2,554	57,233
Short Term Deposits (Refer Schedule 11)	1,48,669	2,80,545
Bank Balances -Current Accounts (Refer Schedule 11)	91,669	1,79,991
Book Overdraft (As per books) (Refer Schedule 13)	(4,51,717)	(3,41,661)
Total	**(2,08,824)**	**1,76,108**

As per our report of even date

For Singhi & Co
Chartered Accountants
(Regn No.302049E)

NIKHIL SINGHI
Digitally signed by NIKHIL SINGHI
Date: 2020.11.05 12:14:01 +05'30'

NIKHIL SINGHI
(Partner)
Membership No.061567

For M P Chitale & Co
Chartered Accountants

Murtaza Taher Vajihi
Digitally signed by Murtaza Taher Vajihi
Date: 2020.11.05 16:06:57 +05'30'

MURTUZA VAJIHI
(Partner)

For and on behalf of the Board

RAKESH BHARTI MITTAL
Digitally signed by RAKESH BHARTI MITTAL
Date: 2020.11.04 18:50:48 +05'30'

RAKESH BHARTI MITTAL
(CHAIRMAN)
DIN- 00042494

RAJESH SUD
Digitally signed by RAJESH SUD
Date: 2020.11.04 18:41:41 +05'30'

RAJESH SUD
(DIRECTOR)
DIN- 02395182

SANJEEV SRINIVASAN

SANJEEV S
(CHIEF EXECUTIVE OFFICER & MD)
DIN- 07644073

RAHUL AHUJA
(CHIEF FINANCIAL OFFICER)

rahul ahuja
Digitally signed by rahul ahuja
Date: 2020.11.04 19:44:37 +05'30'

AMIT RAHEJA

AMIT RAHEJA
(COMPANY SECREATRY)

Date: 4th November, 2020
Place: Mumbai

BHARTI AXA GENERAL INSURANCE COMPANY LIMITED
SCHEDULES FORMING PART OF INTERIM CONDENSED SPECIAL PURPOSE AUDITED FINANCIAL STATEMENTS

SCHEDULE -5 SHARE CAPITAL

Particulars	As at Sep 30, 2020 (Rs. '000)	As at Mar 31, 2020 (Rs. '000)
Authorised Capital		
[4,000,000,000 (As at March 31, 2020 4,000,000,000) Equity shares of Rs. 10 each	**4,00,00,000**	**4,00,00,000**
Issued Capital		
[2,106,445,322 (As at March 31, 2020- 2,006,445,322 Equity shares of Rs. 10 each]	**2,10,64,453**	**2,00,64,453**
(Refer Note No.4.10 of Schedule 16)		
Subscribed Capital		
[2,055,981,216 (As at March 31, 2020- 2,005,981,216 Equity shares of Rs. 10 each]	**2,05,59,812**	**2,00,59,812**
Called-up Capital		
Equity shares of Rs. 10 each	**2,05,59,812**	**2,00,59,812**
Less: Calls unpaid -		
Add : Shares forfeited (Amount originally paidup)	-	-
Less : Par Value of Equity Shares bought back	-	-
Less: Preliminary Expenses including commission or brokerage on underwriting or subscription of shares	-	-
Total	**2,05,59,812**	**2,00,59,812**

Note - Of the above, 1,048,550,416 shares are held by the holding company, Bharti General Ventures Private Limited (Formerly known as Bharti General Private Limited) (as at March 31, 2020 1,023,050,416 shares)

SCHEDULE-5A SHARE CAPITAL

PATTERN OF SHAREHOLDING (As certified by the Management)

Shareholder	As at Sep 30, 2020		As at Mar 31, 2020	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Promoters				
- Indian	1,04,85,50,416	51.00	1,02,30,50,416	51.00
- Foreign	1,00,74,30,795	49.00	98,29,30,795	49.00
Others - Employee (Others)	5	-	5	-
Total	**2,05,59,81,216**	**100**	**2,00,59,81,216**	**100**

SCHEDULE-6 RESERVES AND SURPLUS

Particulars	As at Sep 30, 2020 (Rs. '000)	As at Mar 31, 2020 (Rs. '000)
Capital Reserve	-	-
Capital Redemption Reserve	-	-
Share Premium	-	-
Opening Balance	17,20,185	17,20,185
Additions during the year	-	-
Deletions during the year	500	-
Closing Balance	17,19,685	17,20,185
Total	**17,19,685**	**17,20,185**
General Reserves	-	-
Less: Debit balance in Profit and Loss Account	-	-
Less: Amount utilised for Buyback	-	-
Catastrophe Reserve	-	-
Other Reserves	-	-
Balance in Profit and Loss Account	-	-
Total	**17,19,685**	**17,20,185**

SCHEDULE - 7 BORROWINGS

Particulars	As at Sep 30, 2020 (Rs. '000)	As at Mar 31, 2020 (Rs. '000)
Debentures/Bonds (Refer Note No. 5.4 of Schedule 16)	25,50,000	25,50,000
Banks	-	-
Financial Institutions	-	-
Others	-	-
Total	**25,50,000**	**25,50,000**

SCHEDULE 8 INVESTMENTS - SHAREHOLDERS

Particulars		As at Sep 30, 2020 (Rs. '000)		As at Mar 31, 2020 (Rs. '000)
Long Term Investments				
Government securities and Government guaranteed bonds including Treasury Bills		21,91,995		16,68,876
Other Approved Securities		8,82,250		6,33,185
Other Investments		-		-
(a) Shares -		-		-
(aa) Equity Shares		3,16,694		2,56,884
(bb) Preference Shares		-		-
(b) Mutual Funds		-		-
(c) Derivative Instruments		-		-
(d) Debenture/Bonds		9,75,638		6,07,822
(e) Other Securities		-		-
(f) Subsidiaries		-		-
(g) Investment Properties-Real Estate (Net off depreciation)		1,22,176		1,06,389
(Refer Note No. 5.13 of Schedule 16)				
Investments in Infrastructure and Social Sector		28,30,716		24,24,504
Other than Approved Securities	65,680		1,65,525	
Less: Provision for Non-Performing Investment (Refer Note No. 5.9 of Schedule 16)	(40,875)	24,805	(64,860)	1,00,665
Short Term Investments				
Government securities and Government guaranteed bonds including Treasury Bills		1,22,631		2,817
Other Approved Securities		16,386		-
Other Investments		-		-
(a) Shares		-		-
(aa) Equity Shares		-		-
(bb) Preference Shares		-		-
(b) Mutual Funds		1,35,185		83,502
(c) Derivative Instruments		-		-
(d) Debenture/Bonds		1,86,150		3,81,203
(e) Other Securities (Fixed Deposit)		40,875		-
(f) Subsidiaries		-		-
(g) Investment Properties-Real Estate		-		-
Investments in Infrastructure and Social Sector		6,16,352		3,87,613
Other than Approved Securities	81,889		98,700	
Less: Provision for Non-Performing Investment (Refer Note No. 5.9 of Schedule 16)	(42,510)	39,379	(33,135)	65,565
Total		**85,01,232**		**67,19,025**

1. Investments Other than Listed Equities and Derivative Instruments:

Aggregate Value of Investments excluding provisions as at Sep 30, 2020 Book Value Rs. 8,255,536 thousand and Market Value Rs. 8,399,253 thousand (As at March 31, 2019 Book Value Rs. 6,832,291 thousand and Market Value Rs. 6,822,696 thousand)

2. Investments maturing within next 12 months are Rs. 1,199,050 thousand (as at March 31, 2020 Rs. 952,847 thousand).

3. Investment Properties-Real Estate is shown at cost less accumulated depreciation of Rs. 7,230 thousand (as at March 31, 2020 Rs. 4,951 thousand)

4. Investment Assets have been allocated notionally in the ratio of policyholders and shareholders funds

5. The Fair value of Investment Properties - Real estate is Rs 136,931 thousand based on Valuation report as on March 31, 2019

SCHEDULE 8A INVESTMENTS - POLICYHOLDERS

Particulars		As at Sep 30, 2020 (Rs. '000)		As at Mar 31, 2020 (Rs. '000)
Long Term Investments				
Government securities and Government guaranteed bonds including Treasury Bills		1,12,14,703		1,01,67,124
Other Approved Securities		45,13,773		38,57,486
Other Investments		-		-
(a) Shares -		-		-
(aa) Equity Shares		16,20,270		15,64,987
(bb) Preference Shares		-		-
(b) Mutual Funds		-		-
(c) Derivative Instruments		-		-
(d) Debenture/Bonds		49,91,569		37,02,971
(e) Other Securities		-		-
(f) Subsidiaries		-		-
(g) Investment Properties-Real Estate (Net off depreciation)		6,25,078		6,48,143
(Refer Note No. 5.13 of Schedule 16)				
Investments in Infrastructure and Social Sector		1,44,82,537		1,47,70,559
Other than Approved Securities	3,36,034		10,08,412	
Less: Provision for Non-Performing Investment (Refer Note No. 5.9 of Schedule 16)	(2,09,125)	1,26,909	(3,95,140)	6,13,272
		-		
Short Term Investments				
Government securities and Government guaranteed bonds including Treasury Bills		6,27,407		17,162
Other Approved Securities		83,833		-
Other Investments		-		-
(a) Shares		-		-
(aa) Equity Shares		-		-
(bb) Preference Shares		-		-
(b) Mutual Funds		6,91,636		5,08,709
(c) Derivative Instruments		-		-
(d) Debenture/Bonds		9,52,382		23,22,364
(e) Other Securities (Fixed Deposit)		2,09,125		-
(f) Subsidiaries		-		-
(g) Investment Properties-Real Estate		-		-
Investments in Infrastructure and Social Sector		31,53,382		23,61,413
Other than Approved Securities	4,18,959		6,01,300	
Less: Provision for Non-Performing Investment (Refer Note No. 5.9 of Schedule 16)	(2,17,490)	2,01,469	(2,01,865)	3,99,435
Total		**4,34,94,073**		**4,09,33,625**

1. Investments Other than Listed Equities and Derivative Instruments:

Aggregate Value of Investments excluding provisions as at Sep 30, 2020 Book Value Rs. 42,237,036 thousand and Market Value Rs. 42,972,322 thousand (As at March 31, 2020 Book Value Rs. 41,969,786 thousand and Market Value Rs. 41,910,847 thousand)

2. Investments maturing within next 12 months are Rs 6,134,795 thousand (as at March 31, 2020 Rs 5,804,936 thousand).

3. Investment Properties-Real Estate is shown at cost less accumulated depreciation of Rs 35,161 thousand (as at March 31, 2020 Rs 30,163 thousand)

4. Investment Assets have been allocated notionally in the ratio of policyholders and shareholders funds

5. The Fair value of Investment Properties - Real estate is Rs. 700,569 thousand based on Valuation report as on March 31, 2019

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SCHEDULE-9 LOANS

Particulars	As at Sep 30, 2020 (Rs. '000)	As at Mar 31, 2020 (Rs. '000)
SECURITY-WISE CLASSIFICATION		
Secured		
a) On Mortgage of Property		
(aa) In India	-	-
(bb) Outside India	-	-
b) On Shares, Bonds, Govt.Securities	-	-
c) Loans against policies	-	-
d) Others	-	-
Unsecured	-	-
Total	-	-
BORROWER-WISE CLASSIFICATION		
a) Central and State Government	-	-
b) Bank and Financial Institutions	-	-
c) Subsidiaries	-	-
d) Industrial Undertakings	-	-
e) Others	-	-
	-	-
Total	-	-
PERFORMANCE-WISE CLASSIFICATION		
a) Loans classified as standard		
(aa) In India	-	-
(bb) Outside India	-	-
b) Non-Performing loans less provisions		
(aa) In India	-	-
(bb) Outside India	-	-
Total	-	-
MATURITY-WISE CLASSIFICATION		
a) Short Term		
b) Long Term	-	-
	-	-
Total	-	-

BHARTI AXA GENERAL INSURANCE COMPANY LIMITED
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SCHEDULE 10 FIXED ASSETS

Particulars	Gross Block				Depreciation			
	As at April 1, 2020	Additions/ Adjustments	Deductions/ Adjustments	As at Sep 30, 2020	As at April 1, 2020	For the period	On Sales/ Adjustments	As at 2
Goodwill	-	-	-	-	-	-	-	
Intangibles-Computer softwares and License fees	1,99,785	42,448	-	2,42,233	1,64,180	12,685	-	
Leasehold Improvements	1,18,616	1,307	1,430	1,18,493	1,00,213	5,758	1,430	
Furniture, Fixtures & Equipments	38,429	864	406	38,887	28,377	1,490	406	
Information Technology Equipment	3,36,428	9,994	2,068	3,44,354	2,44,870	28,416	1,999	
Vehicles	10,850	-	-	10,850	10,850	-	-	
Office Equipment	39,919	1,726	978	40,667	30,954	1,868	940	
Total	**7,44,027**	**56,339**	**4,882**	**7,95,484**	**5,79,444**	**50,217**	**4,775**	
Work-in-progress	20,671	40,947	41,735	19,883	-	-	-	
Grand Total	**7,64,698**	**97,286**	**46,617**	**8,15,367**	**5,79,444**	**50,217**	**4,775**	
Previous year	**8,04,102**	**1,00,926**	**1,40,332**	**7,64,696**	**6,04,356**	**93,615**	**1,18,527**	

SCHEDULE-11 CASH AND BANK BALANCES

Particulars	As at Sep 30, 2020 (Rs. '000)	As at Mar 31, 2020 (Rs. '000)
Cash (including cheques, drafts and Remittance in transit)	2,554	26,409
Bank Balances		
(a) Deposit Accounts		
(aa) Short Term (due within 12 months)	1,48,669	9,22,362
(bb) Others	-	-
(b) Current Accounts	91,669	15,00,005
(c) Others	-	-
Money at Call and Short Notice		
(a) With Banks	-	-
(b) With other Institutions	-	-
Others	-	-
Total	**2,42,892**	**24,48,776**

Balances with non-scheduled banks included in Bank Balances and Money at Call and Short Notice above

CASH & BANK BALANCES

1. In India	2,42,892	24,48,776
2. Outside India	-	-
Total	**2,42,892**	**24,48,776**

SCHEDULE-12 ADVANCES AND OTHER ASSETS

Particulars		As at Sep 30, 2020 (Rs. '000)		As at Mar 31, 2020 (Rs. '000)
Advances				
Reserve Deposits with Ceding Companies (Refer Note No. 5.5)		5,54,924		-
Application money for Investments		-		-
Prepayments		62,520		1,11,628
Advances to Directors / Officers		-		-
Advance Tax Paid and Taxes Deducted at Source		14,263		18,745
(Net of Provision for Tax)		-		-
Others				
- Advance to employees		14,631		6,650
- Sundry Advances / Advance to supplier		69,051		50,772
- Advances receivable in cash or kind		17,957		16,027
Total (A)		**7,33,346**		**2,03,821**
Other Assets				
Income accrued on Investments		14,58,857		14,04,321
Money market securities representing unclaimed fund		4,15,759		3,65,759
Fair Value Change - Money market securities representing unclaimed fund		41,386		33,216
Unutilised GST/Service tax carried forward		3,21,474		2,98,450
Outstanding Premium		76,18,127		39,88,671
Agents' Balances	75,649		90,029	
Less : Provision for doubtful debts	(35,482)	40,168	(35,482)	54,547
			6,25,448	
Due from other entities carrying on insurance business (including reinsurers)	6,50,643			
Less : Provision for doubtful debts	(2,50,388)	4,00,256	(2,02,375)	4,23,074
Deposit with Reserve Bank of India (Pursuant to Section 7 of Insurance Act,1938)		-		-
Others				
- Receivable from Terrorism Pool		4,67,395		4,33,215
Deposits				
- Rental	64,716		67,984	
Less : Provision for doubtful debts	(6,800)	57,916	(6,800)	61,184
- Others		15,136		15,136
Unsettled Investment receivable		2,02,065		-
Investments realization receivable	19,25,000		14,75,000	-
Less : Provision for doubtful debts (Refer Note No. 5.9)	(13,75,000)	5,50,000	(10,10,000)	4,65,000
Interest Receivable		-		-
Krishi Kalyan cess refund receivable	28,548		28,548	-
Less: Provision for Krishi Kalyan cess	(28,548)	-	(28,548)	-
Total (B)		**1,15,88,539**		**75,42,573**
Total (C)=(A)+(B)		**1,23,21,885**		**77,46,394**

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SCHEDULE-13 CURRENT LIABILITIES

Particulars	As at Sep 30, 2020 (Rs. '000)	As at Mar 31, 2020 (Rs. '000)
Agents' Balances	1,71,444	1,66,698
Balances due to other insurance companies	85,55,591	58,38,478
Deposit held on reinsurance ceded	92,658	78,815
Premium Received in Advance	49,13,592	49,70,404
Unallocated Premium	10,80,001	7,96,267
Unclaimed Amount of Policy Holders	2,41,288	2,71,221
Investment Income accruing on Unclaimed Amount	96,228	88,058
Sundry Creditors	18,57,287	16,44,057
Claims Outstanding	2,65,56,168	2,38,51,111
Claims Outstanding - Motor Pool	3,08,089	3,30,401
- Statutory Dues	1,30,192	2,16,469
- Rent Equalization Reserve	24,192	22,648
- Employee related	29,950	11,772
- Claims Payables	2,185	-
- Declined Pool	3,40,138	3,41,199
- Interest Payable - Debentures	35,031	1,41,686
- Rental deposits	15,779	15,779
- Book Overdraft (As per books)	4,51,717	4,26,924
- Excess amount received- refundable	49,964	46,388
- Investment payable	-	-
Total	**4,49,51,494**	**3,92,58,375**

SCHEDULE-14 PROVISIONS

Particulars	As at Sep 30, 2020 (Rs. '000)	As at Mar 31, 2020 (Rs. '000)
Reserve for Unexpired Risk	88,71,076	92,56,970
Reserve for Premium Deficiency	-	14,751
For taxation	-	-
(Less advance tax paid and taxes deducted at source)	-	-
For proposed dividends	-	-
For dividend distribution tax	-	-
Others		
- Employee Benefits	2,68,891	3,40,463
Total	**91,39,967**	**96,12,184**

SCHEDULE-15 MISCELLANEOUS EXPENDITURE (to the extent not written off or adjusted)

Particulars	As at Sep 30, 2020 (Rs. '000)	As at Mar 31, 2020 (Rs. '000)
Discount allowed in issue of shares/debentures	-	-
Others	-	-
Total	**-**	**-**

Schedule 16

SELECTED EXPLANATORY NOTES FORMING PART OF THE INTERIM CONDENSED SPECIAL PURPOSE AUDITED FINANCIAL STATEMENTS FOR THE PERIOD ENDED SEPTEMBER 30, 2020

1. Bharti AXA General Insurance Company Limited ('the Company') was incorporated under the provisions of the Companies Act, 1956 on July 13, 2007 and is a joint venture between AXA and Bharti group to undertake and carry on the business of General Insurance. The Company obtained regulatory approval from the Insurance Regulatory and Development Authority of India "IRDAI" on June 27, 2008 to undertake General Insurance business in various lines of business like fire, marine, motor, liability, engineering, accident, health, workmen compensation etc. and the Company holds a valid certification of registration. The redeemable and non-convertible debentures of the Company are listed on National Stock Exchange from May 9, 2019.

2. The Interim Condensed Special Purpose Audited Financial Statements have been prepared for limited purpose of internal use by board of directors and management and accordingly have been prepared in accordance with accounting principles generally accepted in India in compliance with the applicable accounting standards under section 133 of the companies Act, 2013 read with Rule 7 of the companies (Account) Rule, 2014, the Insurance Regulatory and Development Authority (Preparation of Financial Statements and Auditor's Report of Insurance Companies) Regulations, 2002 ('The Regulations'), various circulars issued by IRDAI, relevant notification notified by IRDAI, the Insurance Act, 1938, the Insurance Regulatory and Development Authority Act, 1999. Accordingly, the Interim Condensed Special Purpose Audited Financial Statements, prepared in accordance with forms B-RA, B-BS and B-PL of the Regulations do not include the disclosures required in accordance with Schedule B-Part II.

3. The Interim Condensed Special Purpose Audited Financial Statements are prepared on accrual basis of accounting using measurement and recognition principles contained in the regulations, various circular issued by IRDAI, relevant notification notified by IRDAI, the insurance Act 1938, the Insurance Regulatory and Development Authority Act, 1999 and the applicable Accounting standards.

4. Accounting policies and methods of computation followed in the presentation of the Interim Condensed Special Purpose Audited Financial Statements are same as followed in the immediately preceding financial year.

5. Notes to accounts

5.1 Earnings per share

Particulars		For the period ended September 30, 2020	For the period ended September 30, 2019
Profit/(Loss) attributable to the Equity Shareholders [A]	Rs. ('000)	948,595	(899,183)
Number of Equity Shares at the beginning of the reporting period (par value of Rs. 10 each)	No's	2,005,981,216	1,621,445,322
Shares issued during the reporting period	No's	50,000,000	99,535,894
Total number of equity shares outstanding at the end of the reporting period	No's	2,055,981,216	1,720,981,216
Weighted average number of equity shares outstanding during the end of the reporting period [B]	No's	2,048,604,167	1,672,573,049
Diluted weighted average number of equity shares outstanding during the end of the reporting period [C]	No's	2,048,738,047	1,672,845,005

Nominal Value of equity shares	Rs.	10	10
Basic and Diluted Earnings per share [C= A/B]	**Rs.**	**0.46**	**(0.54)**

5.2 Contingent Liabilities

Particulars	**As at September 30, 2020 (Rs. '000)**	**As at March 31, 2020 (Rs. '000)**
Partly paid up investments	Nil	Nil
Underwriting commitments Outstanding	Nil	Nil
Claims other than those under policies not acknowledged as debts	11,093	10,965
Guarantees given by or on behalf of the Company	Nil	Nil
Statutory demands/liabilities in dispute, not provided for	Nil	Nil
Reinsurance obligations to the extent not provided for in accounts	Nil	Nil
Others(excluding interest and penalty if any)*	171,055	Nil

* Retention Bonus

5.3 Segmental Reporting

The Company's primary reportable segments are business segments, which have been identified in accordance with the IRDAI Regulations Segment revenue and results have been disclosed in the Interim Condensed Special Purpose Audited Financial Statements in **Annexure -I**. There are no reportable geographical segments since the Company provides services only to customers in the Indian market or to Indian interests overseas and does not distinguish any reportable regions within India.

5.4 Borrowings

Summary of the terms of debentures are as follows;

Type, Nature and Seniority of Instrument	Unsecured, subordinated, fully paid-up, unlisted, redeemable and non-convertible debentures
Face Value (per security)	Rs.10,00,000
Issue Size	Rs. 2,200,000 thousand
Issue Date/Date of Allotment	August 23, 2017
Redemption Date	August 23, 2027
Call option Date	August 23, 2022
Coupon Rate	8.98% per annum
Credit Rating	"BWR AA" by Brickworks Ratings India and "[ICRA]AA-" by ICRA
Frequency of the Interest Payment	Annual

Type, Nature and Seniority of Instrument	Unsecured, subordinated, fully paid-up, listed, redeemable and non-convertible debentures
Face Value (per security)	Rs.10,00,000
Issue Size	Rs. 350,000 thousand
Issue Date/Date of Allotment	April 30,2019
Redemption Date	April 29,2029
Call option Date	April 30,2024

Coupon Rate	10.5% per annum
Credit Rating	"BWR AA" by Brickworks Ratings India and "[ICRA]AA-" by ICRA
Frequency of the Interest Payment	Annual

Maturity Pattern from the date of issue

(Rs. in 000's)

Maturity buckets	Borrowings
1 to 5 years	-
Above 5 years	2,200,000
Total	**2,200,000**

(Rs. in 000's)

Maturity buckets	Borrowings
1 to 5 years	-
Above 5 years	350,000
Total	**350,000**

* BWR AA Credit Watch with Developing Implications
** [ICRA]AA-& (under Watch with Developing Implications)

Section 71 of the Companies Act, 2013 read with relevant rules requires the Company to create Debenture Redemption Reserve (DRR). Based on the actual profit which will be available for year ended March 31, 2021, Debenture Redemption Reserve (DRR) will be provided in the books of accounts at the end of the financial year.

5.5 Reserve Deposits with Ceding Companies

The Company has been following a policy of booking Minimum Deposit Premium (MDP) Deposit on payment basis, and Excess of Loss (XOL) Cost is booked on actual GNPI (Gross Net Premium Income * Excess or loss (XOL) Rate agreed) basis. The Minimum deposit payable and the Excess of Loss liability booked in the books will be knocked off in the books of accounts at the end of financial year.

5.6 Premium deficiency reserve, IBNR/IBNER

The panel actuary has certified to the Company that actuarial estimates for Premium deficiency reserve and IBNR (including IBNER) are in compliance with the IRDA (Assets, Liabilities and Solvency Margin of General Insurance Business) Regulations 2016 and the guidelines issued by the Institute of Actuaries of India/ depending upon the Business segment, a suitable actuarial method like Basic Chain Ladder Method, Average Cost per Claim Method, Bornhuetter-Ferguson Method, or an appropriate combination of these methods have been applied for IBNR calculations.

5.7 Expenses of Management

The Company has allocated expenses of management as per the policy approved by the Board of Directors dated January 14, 2020.

Expenses of management which are in excess of allowable segmental limits as per IRDAI (Expenses of Management of Insurers transacting General or Health Insurance Business) Regulations, 2016, shall be charged to Shareholders' Account at year end.

5.8 Investment Income has been allocated between revenue accounts and profit and loss account in the ratio of policyholders and shareholders fund as at the Balance sheet date. Policy holder's investment income is further allocated to various segments on the basis of ratio of average policyholder's funds comprising of reserves for unexpired risks, IBNR, IBNER and outstanding claims.

5.9 Impairment

As per clause 3.7 of Master Circular - IRDAI (Investment) Regulations, 2016 which states "An amount, whether interest or principal is said to be overdue if it is not paid to the insurer on the specified date. An asset is classified as an NPA if the interest and/ or installment of principal remains overdue for more than 90 days (i.e., one quarter)". The Company has following non performing investments as detailed below:

(Rs. '000)

Issuer Name	Security	Face Value	% Provision	Provision for diminution in the value of investments	Accrued Interest Reversal*
IL&FS Financial Services Limited and Infrastructure Leasing & Financial Services Limited	Secured Non-Convertible Debentures	675,000	60%	405,000	8,556
Dewan Housing Finance Corporation Limited	Secured Non-Convertible Debentures	900,000	70%	630,000	15,447
Reliance Capital Limited	Secured Non-Convertible Debentures	800,000	50%	400,000	27,801
Yes Bank Limited	Additional Tier I Bonds	450,000	100%	450,000	-
Total		**2,825,000**		**1,885,000**	**51,804**

**For the period YTD Sep-20*

In accordance with IRDAI regulations, since the credit rating has been declined, the bonds have been classified as "Other than Approved Investments" and presented as Investments in Schedule 8 and 8A. Out of above, Investment matured amounting to Rs. 1,925,000 thousand forms part of Schedule 12 as Investment realization receivable.

5.10 Issue of Shares

During the period, the Company had issued 50,000,000 equity shares of Rs.10 each at par amounting to Rs. 500,000 thousand. The Company had allotted 25,500,000, equity shares of Rs. 10 each on April 28, 2020 to Bharti General Ventures Private Limited and 24,500,000 equity shares to Societe Beaujon respectively.

5.11 The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, tangible & intangible assets and current & non-current investments. In assessing the recoverability of aforesaid assets, the Company has considered internal and external information up to the date of approval of these financial statements including credit reports and economic forecasts. Based on such estimates, the Company expects the carrying amount of these assets will not be adversely impacted. A definitive assessment of impact is not possible due to economic uncertainty. However, the Company prima facie evaluated the impact of this pandemic on its business operations and based on such evaluation, by being prudent in applying estimates, taking assumptions and account for the impact of the COVID-19 situation on the Financial Statements, the Company believes that it has factored in all significant impacts of COVID 19 on the financial position and performance of the Company as at September 30, 2020. Adjustments to Actuarial assumptions & recoverable amounts that the Company has felt necessary due to the pandemic have been made in the Financial Statements. Actual results may not contour with the current estimates and assumptions used and may impact future estimates including, but not limited to, Actuarial assumptions, potential future claims, allowance for loan losses, asset impairment charges, cancellation reserves, actuarial losses on our retirement benefit plans and discount rate assumptions. The Company will continue to closely monitor any material changes to future economic conditions. Other than these adjustments, the Company believes that there is no significant impact on the Financial Results for the period ended September 30, 2020.

5.12 Depreciation on Investment in Property - Real Estate is provided on Straight Line Method (SLM) considering the useful life of 60 years in conjunction with the Schedule II of Companies Act, 2013. However, as the Company had purchased the commercial property at "Parinee Crescenzo" Bandra Kurla Complex, Mumbai in FY 2017-18 after 5 years of its construction, the useful life in the books has been considered as 55 years.

5.13 Demerger

a) The Board of Directors of the Bharti AXA General Insurance Company Ltd ("Bharti AXA" / "Demerged Company"), and ICICI Lombard General Insurance Company Ltd. ("ICICI Lombard") at their respective meetings held on August 21, 2020 have considered and approved a scheme of arrangement which provides inter alia for the demerger of the general insurance business (i.e., the business of providing non-life insurance products and related services to registration number 0139 issued by the IRDAI on June 27, 2008) of Bharti AXA into ICICI Lombard General Insurance Company ("Resulting Company) as a going concern. The aforesaid scheme is prepared pursuant to Section 230 to 232, other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder and applicable provisions of the Insurance Act, 1938 (read with rules and regulations framed thereunder). The appointed date for the demerger is 1st April 2020 and upon the scheme becoming effective, the entire insurance business of the entity will be transferred w.e.f. 1st April 2020 and the financial statements for the period will need to be suitably modified to give effect to the Scheme, which is currently not reflected in these financial statements.

As part of the above Scheme, all the assets and liabilities of the general insurance business of Bharti AXA except the Residual Undertaking which includes investment property ('Parinee Crescenzo'), brands used by and/or licensed to Bharti AXA and the ICICI Bonds, have been agreed to be transferred to the ICICI Lombard. As consideration for the demerger, the shareholders of Demerged Company i.e., Bharti and AXA shall be issued and allotted fully paid up equity shares of ICICI Lombard under the Scheme.

Further, there will be an issue and allotment of non-convertible unsecured debentures of ICICI Lombard to persons holding non-convertible unsecured debentures of Bharti AXA.

The abovementioned Scheme of arrangement is subject to approvals from multiple regulators viz. IRDAI, Competition Commission of India (CCI), Securities and Exchange Board of India (SEBI), National Company Law Tribunal (NCLT). The Demerged Company has applied for in principle approval from IRDAI, CCI approval and SEBI approval. Post these approvals application will be made to National Company Law Tribunal (NCLT) and IRDAI for final approval. Till the final IRDAI approval is received, the Demerged Company shall continue to act as an independent company with no participation in day to day management or operations by ICICI Lombard.

During the quarter ended September 30, 2020, Rs. 59,042 ('000) has been accounted with respect to expenses relating to demerger and has been charged to profit and loss account under head "Expenses other than those related to insurance business".

b) Post demerger of the Insurance business, the retained entity has plans to start alternate business and is in the process of taking necessary regulatory steps towards commencing such alternate business. The retained company has a positive net worth and has ensured that all obligations to all the stake holders including customers, partners, and creditors are fulfilled in the normal course of business.

Considering these factors, financial statements of the company as at September 30, 2020 have been prepared on going concern basis.

5.14 The Code on Social Security, 2020 ('Code') relating to employee benefits, during employment and post-employment, received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the rules for quantifying the financial impact are yet to be framed. In view of this, the Company will assess and record the financial impact of the Code when it comes into effect.

5.15 Previous year/period figures have been regrouped wherever necessary in conformity with the presentation followed in the current period.

For and on behalf of the Board

RAKESH BHARTI MITTAL

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Date: 2020.11.04 18:55:02 +05'30'

RAKESH BHARTI MITTAL
(CHAIRMAN)
DIN-00042494

RAJESH SUD

Digitally signed by RAJESH SUD
Date: 2020.11.04 18:46:42 +05'30'

RAJESH SUD
(DIRECTOR)
DIN-02395182

SANJEEV SRINIVASAN

SANJEEV S
(CHIEF EXECUTIVE OFFICER & MD)
DIN-07644073

rahul ahuja

Digitally signed by rahul ahuja
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Date: 2020.11.04 20:08:35 +05'30'

RAHUL AHUJA
(CHIEF FINANCIAL OFFICER)

AMIT RAHEJA

AMIT RAHEJA
(COMPANY SECRETARY)

As per our report of even date

For Singhi & Co
Chartered Accountants
(Regn No.302049E)

NIKHIL SINGHI

Digitally signed by NIKHIL SINGHI
Date: 2020.11.05 13:03:08 +05'30'

NIKHIL SINGHI
(Partner)
Membership No. 061567

For M P Chitale & Co
Chartered Accountants

Murtaza Taher Vajihi

Digitally signed by Murtaza Taher Vajihi
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Date: 2020.11.05 15:56:21 +05'30'

MURTUZA VAJIHI
(Partner)

Bharti AXA General Insurance Company Limited

Annexure -1

SEGMENT REPORTING FOR THE QUARTER ENDED SEPTEMBER 30, 2020

Rs '000

Particulars	Fire	Marine			Miscellaneous													Total
		Cargo	Others	Total	Motor OD	Motor TP	Motor Total	Workmen's Compensation	Public Liability	Engineering	Aviation	Personal Accident	Health Insurance	Crop / Weather Insurance	Credit Insurance	Others	Miscellaneous Total	
Premium Earned (Net)	1,86,997	2,15,290	-	2,15,290	37,76,252	25,81,558	63,57,810	43,289	40,403	36,197	-	1,69,946	12,20,903	4,94,522	530	43,202	84,06,803	88,09,088
Profit on Sale of Investments	6,516	4,038	-	4,038	33,556	1,56,508	1,90,063	949	2,293	1,143	-	3,182	14,848	7,955	44	1,328	2,21,806	2,32,359
Interest and Dividend	43,194	26,766	-	26,766	2,22,447	10,37,522	12,59,969	6,292	15,204	7,578	-	21,092	98,433	52,737	289	8,802	14,70,396	15,40,356
Amortisation	(992)	(615)	-	(615)	(5,111)	(23,836)	(28,947)	(145)	(349)	(174)	-	(485)	(2,261)	(1,212)	(7)	(202)	(33,781)	(35,389)
Other Income (Including Terrorism pool income/expenses, Premium Deficiency & Contribution to Solatium Fund)	9,508	14,769	-	14,769	890	(1,445)	(556)	14	25	1,586	-	68	598	320	0	24	2,079	26,355
Total Segmental Revenue	**2,45,222**	**2,60,248**	**-**	**2,60,248**	**40,28,034**	**37,50,306**	**77,78,341**	**50,400**	**57,576**	**46,330**	**-**	**1,93,802**	**13,32,521**	**5,54,324**	**856**	**53,153**	**1,00,67,301**	**1,05,72,770**
Claims Incurred (Net)	2,61,349	1,74,979	-	1,74,979	20,06,331	22,50,895	42,57,226	30,922	43,434	26,319	-	88,241	7,41,387	1,83,987	1,370	32,543	54,05,428	58,41,756
Commission Paid (Net)	41,131	32,419	-	32,419	5,04,727	13,099	5,17,826	4,634	11,840	(1,395)	-	14,391	50,187	(3,47,176)	(858)	11,197	2,60,645	3,34,194
Operating Expenses related to Insur	1,40,830	74,846	-	74,846	11,72,151	8,35,426	20,07,577	15,085	26,695	13,508	-	90,481	7,39,286	2,15,885	166	44,395	31,53,078	33,68,754
Total Segmental Expenditure	**4,43,309**	**2,82,244**	**-**	**2,82,244**	**36,83,209**	**30,99,419**	**67,82,628**	**50,641**	**81,969**	**38,432**	**-**	**1,93,112**	**15,30,860**	**52,697**	**678**	**88,135**	**88,19,150**	**95,44,704**
Segmental Profit	**(1,98,087)**	**(21,997)**	**-**	**(21,997)**	**3,44,825**	**6,50,887**	**9,95,712**	**(241)**	**(24,393)**	**7,897**	**-**	**690**	**(1,98,339)**	**5,01,627**	**179**	**(34,981)**	**12,48,151**	**10,28,068**

Internal

Bharti AXA General Insurance Company Limited

Annexure -1

SEGMENT REPORTING FOR THE QUARTER ENDED SEPTEMBER 30, 2020

Segment revenues and segment results have been incorporated in the financial statements. However given the nature of the business, segment assets and liabilities, have been allocated among various segments to the extent possible

Assets

Rs '000'

Particulars	Fire	Marine			Motor	Motor -OD	Motor -TP*	Workmen's Compensation	Public Liability	Engineering	Aviation	Personal Accident	Health Insurance	Crop / Weather	Credit Insurance	Others	Misc Total	Total
		Cargo	Others	Total														
Outstanding Premium	-	-	-	-	-	-	-	-	-	-	-	-	-	76,18,128	-	-	76,18,128	76,18,128

Liabilities

Rs '000'

Particulars	Fire	Marine			Motor	Motor -OD	Motor -TP*	Workmen's Compensation	Public Liability	Engineering	Aviation	Personal Accident	Health Insurance	Crop / Weather	Credit Insurance	Others	Misc Total	Total
		Cargo	Others	Total														
Claims Outstanding	4,55,458	4,47,011	-	4,47,011	2,32,73,009	15,02,521	2,17,70,487	1,07,984	2,55,225	1,27,365	-	2,16,102	8,87,519	9,64,637	6,676	1,23,271	2,59,61,788	2,68,64,257
Reserve for Premium Deficiency	(0)	(0)	-	(0)	-	-	-	-	-	-	-	-	-	-	-	-	-	(0)
Reserve for Unexpired Risk	6,45,485	1,82,592	-	1,82,592	52,30,081	30,51,607	21,78,475	39,876	1,24,326	51,478	-	3,01,365	16,62,612	5,37,697	486	95,078	80,42,999	88,71,077

*Motor TP - Claims O/s includes Motor pool liability

Internal

Bharti AXA General Insurance Company Limited

Annexure -1

SEGMENT REPORTING FOR THE HALF YEAR ENDED SEPTEMBER 30, 2019

Rs '000

Particulars	Fire	Marine			Miscellaneous													Total
		Cargo	Others	Total	Motor OD	Motor TP	Motor Total	Workmen's Compensation	Public Liability	Engineering	Aviation	Personal Accident	Health Insurance	Crop / Weather Insurance	Credit Insurance	Others	Miscellaneous Total	
Premium Earned (Net)	1,25,785	2,04,079	-	2,04,079	34,27,632	23,45,989	57,73,621	39,325	88,842	37,256	-	1,12,230	13,93,546	3,77,783	796	25,967	78,49,363	81,79,226
Profit on Sale of Investments	8,850	5,258	-	5,258	56,704	2,58,602	3,15,307	1,393	3,354	2,012	-	3,360	21,991	11,062	47	1,593	3,60,118	3,74,226
Interest and Dividend	32,614	19,376	-	19,376	2,08,968	9,53,008	11,61,975	5,133	12,360	7,415	-	12,384	81,040	40,766	172	5,869	13,27,115	13,79,106
Amortisation	(389)	(231)	-	(231)	(2,491)	(11,362)	(13,853)	(61)	(147)	(88)	-	(148)	(966)	(486)	(2)	(70)	(15,822)	(16,442)
Other Income (Including Terrorism pool income/expenses, Premium Deficiency & Contribution to Solatium Fund)	31,930	(16,780)	-	(16,780)	649	(2,415)	(1,766)	8	20	546	-	31	307	145	0	9	(699)	14,449
Total Segmental Revenue	**1,98,790**	**2,11,702**	**-**	**2,11,702**	**36,91,461**	**35,43,822**	**72,35,284**	**45,797**	**1,04,429**	**47,141**	**-**	**1,27,858**	**14,95,918**	**4,29,270**	**1,012**	**33,368**	**95,20,075**	**99,30,566**
Claims Incurred (Net)	1,13,533	2,42,056	-	2,42,056	24,95,239	22,49,593	47,44,833	21,054	45,151	34,938	-	85,531	10,95,664	2,36,312	568	24,849	62,88,899	66,44,487
Commission Paid (Net)	(19,543)	39,273	-	39,273	6,50,411	(59,585)	5,90,826	4,352	5,799	(16,100)	-	8,127	30,622	(1,81,145)	(1,296)	2,027	4,43,213	4,62,943
Operating Expenses related to Insur	93,973	96,220	-	96,220	13,35,421	9,60,765	22,96,185	15,168	33,122	15,575	-	57,223	5,86,089	2,33,781	244	17,775	32,55,161	34,45,356
Total Segmental Expenditure	**1,87,963**	**3,77,549**	**-**	**3,77,549**	**44,81,071**	**31,50,773**	**76,31,844**	**40,574**	**84,071**	**34,413**	**-**	**1,50,880**	**17,12,376**	**2,88,948**	**(484)**	**44,651**	**99,87,273**	**1,05,52,786**
Segmental Profit	**10,826**	**(1,65,847)**	**-**	**(1,65,847)**	**(7,89,610)**	**3,93,050**	**(3,96,560)**	**5,224**	**20,357**	**12,729**	**-**	**(23,022)**	**(2,16,458)**	**1,40,323**	**1,496**	**(11,283)**	**(4,67,199)**	**(6,22,220)**

Bharti AXA General Insurance Company Limited

Annexure -1

SEGMENT REPORTING FOR THE HALF YEAR ENDED SEPTEMBER 30, 2019

Segment revenues and segment results have been incorporated in the financial statements. However given the nature of the business, segment assets and liabilities, have been allocated among various segments to the extent possible

Assets

Rs '000'

Particulars	Fire	Marine			Motor	Motor -OD	Motor -TP*	Workmen's Compensation	Public Liability	Engineering	Aviation	Personal Accident	Health Insurance	Crop / Weather	Credit Insurance	Others	Misc Total	Total
		Cargo	Others	Total														
Outstanding Premium	-	-	-	-	2,000	2,000	-	-	-	-	-	-	-	36,50,109	-	-	36,52,109	36,52,109

Liabilities

Rs '000'

Particulars	Fire	Marine			Motor	Motor -OD	Motor -TP*	Workmen's Compensation	Public Liability	Engineering	Aviation	Personal Accident	Health Insurance	Crop / Weather	Credit Insurance	Others	Misc Total	Total
		Cargo	Others	Total														
Claims Outstanding	3,22,042	2,78,763	-	2,78,763	2,02,13,422	11,66,739	1,90,46,683	73,258	2,00,067	1,13,112	-	1,59,394	6,16,547	6,06,906	3,536	95,145	2,20,81,385	2,26,82,191
Reserve for Premium Deficiency	-	16,801	-	16,801	-	-	-	-	-	-	-	-	-	-	-	-	-	16,801
Reserve for Unexpired Risk	4,64,493	2,37,642	-	2,37,642	60,10,917	35,04,437	25,06,480	42,075	1,04,243	54,490	-	1,49,560	13,42,442	4,64,782	423	53,286	82,22,219	89,24,355

*Motor TP - Claims O/s includes Motor pool liability

Internal

Annexure-II

Details of transaction with related parties for the period ended September 30, 2020 are given below:

(` in 000's)

Particulars	Period	Bharti General Ventures Private Limited (Formerly Known as Bharti General Private Limited)	Societe Beaujon	AXA SA	AXA Business Services Private Limited	Key managerial personnel	Total
		Holding Company	Significant Influence	Significant Influence	Significant Influence		
Premium income	Current Period	-	-	-	46,740	-	**46,740**
	Previous Period	-	-	-	10,048	-	**10,048**
Claim payments net of claims received	Current Period	-	-	-	15	-	**15**
	Previous Period	-	-	-	161	-	**161**
Commission/ Brokerage payouts	Current Period	-	-	-	-	-	**-**
	Previous Period	-	-	-	-	-	**-**
Remuneration Paid	Current Period	-	-	-	-	19,391	**19,391**
	Previous Period	-	-	-	-	17,005	**17,005**
Advertisement and Business Promotion	Current Period	-	-	-	-	-	**-**
	Previous Period	-	-	-	-	-	**-**
Professional Charges	Current Period	-	-	-	-	-	**-**
	Previous Period	-	-	-	2,908	-	**2,908**
Rent, Rates & Taxes	Current Period	-	-	-	-	-	**-**
	Previous Period	-	-	-	-	-	**-**

Secret

Particulars	Period	Bharti General Ventures Private Limited (Formerly Known as Bharti General Private Limited)	Societe Beaujon	AXA SA	AXA Business Services Private Limited	Key managerial personnel	Total
Communication Charges	Current Period	-	-	-	-	-	**-**
	Previous Period	-	-	-	1,112	-	**1,112**
Miscellaneous Expenses	Current Period	-	-	-	-	-	**-**
	Previous Period	-	-	-	-	-	**-**

Balances with related parties at September 30, 2020, are given below: **(` in 000's)**

Particulars	Period	Bharti General Ventures Private Limited	Societe Beaujon	AXA SA	AXA Business Services Private Limited	Key managerial personnel	Total
		Holding Company	Significant Influence	Significant Influence	Significant Influence		
ASSETS							
Investments	Current Period	-	-	-	-	-	**-**
	Previous Period	-	-	-	-	-	**-**
Income accrued on investments	Current Period	-	-	-	-	-	**-**
	Previous Period	-	-	-	-	-	**-**
Others assets/ Receivables	Current Period	-	-	-	-	-	**-**
	Previous Period	-	-	-	5,570	-	**5,570**
LIABILITIES							
Share Capital (Including Share Premium)	Current Period	1,14,97,025	1,07,82,472	-	-	-	**2,22,79,497**
	Previous Period	97,88,784	91,41,213	-	-	-	**1,89,29,997**
Others liabilities/ Payables	Current Period	-	-	-	(0)	-	**(0)**
	Previous Period	-	-	-	168	-	**168**

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ICICI Lombard
GENERAL INSURANCE

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED AT THEIR MEETING HELD ON AUGUST 21, 2020, EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT AMONGST BHARTI AXA GENERAL INSURANCE COMPANY LIMITED AND ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS, ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

A. **Background:**

1. Based on the recommendations of the Audit Committee, the Board of Directors ("**Board**") of ICICI Lombard General Insurance Company Limited ("**Resulting Company**" or "**Company**") at its meeting held on August 21, 2020, approved the Scheme of Arrangement amongst Bharti AXA General Insurance Company Limited ("**Demerged Company**") and the Company and their respective shareholders and creditors ("**Scheme**"), to be implemented under Sections 230 to 232 of the Companies Act, 2013 ("**Companies Act**"), Sections 6A, 35 to 37 and other applicable provisions of the Insurance Act, 1938, Insurance Regulatory and Development Authority (Scheme of Amalgamation and Transfer of General Insurance Business) Regulations, 2011, IRDAI (Transfer of Equity Shares of Insurance Companies) Regulations, 2015, IRDAI (Listed Indian Insurance Companies) Guidelines, 2016, IRDAI (Other Forms of Capital) Regulations, 2015 including the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (as amended from time to time).

2. In terms of Section 232(2)(c) of the Companies Act, a report from the Board of the Company explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company, and setting out, among other things, the share exchange ratio, and specifying any special valuation difficulties, is required to be adopted by the Board. Such report is then required to be appended with the notice of the meeting of shareholders and creditors if ordered by the jurisdictional National Company Law Tribunal

3. Accordingly, this report of the Board is prepared to comply with the requirements of Section 232(2)(c) of the Companies Act.

4. While deliberating on the Scheme, the Board, inter-alia, considered and took on record the following documents:

   (a) A draft of the proposed Scheme;

   (b) Valuation report dated August 21, 2020 (including the valuation annexures dated August 21, 2020) issued by MSKA & Associates, Chartered Accountants, (ICAI Firm Reg. No: 105047W), Independent Chartered Accountants, on the valuation of shares and the recommendation of the share entitlement ratio **("Valuation Report 1");**

ICICI Lombard
GENERAL INSURANCE

(c) Fairness Opinion dated August 21, 2020 issued by Ernst and Young Merchant Banking Services LLP, a SEBI Registered Category I Merchant Banker, providing fairness opinion on the valuation of shares and the share entitlement ratio as recommended in the Valuation Report 1 **("Fairness Opinion");**

(d) Valuation report dated August 21, 2020 (including the valuation annexures dated August 21, 2020) issued by BDO Valuation Advisory LLP, a registered valuer, on the valuation of shares and recommending the share entitlement ratio and the issue of 35,756,194 equity shares of the Resulting Company of ₹ 10 each fully paid up to the equity shareholders of the Demerged Company **("Valuation Report 2");**

(e) Certificate dated August 21, 2020 issued by PKF Sridhar & Santhanam LLP, Chartered Accountants (Firm Reg. No. 003990S/S200018) and Chaturvedi & Co, Chartered Accountants (Reg. No. 302137E), joint statutory auditors of the Company on the pricing of shares as required under Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 **("Pricing Certificate")**;

(f) Auditor's certificate dated August 21, 2020 issued by PKF Sridhar & Santhanam LLP, Chartered Accountants (Firm Reg. No. 003990S/S200018) and Chaturvedi & Co, Chartered Accountants (Reg. No. 302137E), joint statutory auditors of the Company ("**Auditor's Certificate**"), to the effect that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government in Section 133 of the Companies Act, 2013; and

(g) Report of the Audit Committee of the Company dated August 21, 2020 recommending the Scheme.

5. The Scheme, amongst others, contemplates the following arrangements:

(a) Transfer of the Demerged Undertaking (as defined in the Scheme) by the Demerged Company to the Resulting Company under the Scheme and as an integral part of the Scheme, issuance and allotment of unsecured non-convertible debentures by the Resulting Company on substantially the same terms and conditions as the unsecured non-convertible debentures issued by the Demerged Company which will stand cancelled and extinguished upon such allotment;

(b) Pursuant to the sanction of the Scheme by IRDAI, jurisdictional National Company Law Tribunal(s), the Scheme shall become effective from the Appointed Date. The Appointed Date for the Scheme is April 1, 2020;

(c) With effect from the Appointed Date, the Demerged Undertaking shall stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Company to become the undertaking of the Company;

(d) Issue and allotment of 35,756,194 fully paid up equity shares of the Company to the shareholders of the Demerged Company as per the share entitlement ratio of 2

ICICI Lombard
GENERAL INSURANCE

equity shares of face value ₹ 10/- each fully paid up of the Company for every 115 equity shares of face value of ₹ 10 each fully paid of Demerged Company to be issued to Bharti General Ventures Private Limited ("**Bharti**") and Société Beaujon ("**AXA**") based on the Valuation Report 1, Valuation Report 2, certificate dated August 21, 2020 issued by Chaturvedi & Co., and PKF Sridhar & Santhanam LLP, joint statutory auditors of the Company (on computation of number of shares to be issued to Bharti and AXA) ("**Computation Certificate**") and the Fairness Opinion provided by the Merchant Banker in the following proportion: Bharti: 18,235,659 equity shares, AXA: 17,520,535 equity shares (in proportion of their shareholding in Demerged Company as on Record Date i.e. August 21, 2020 being Bharti 51% and AXA: 49%);

(e) Equity shares issued by Resulting Company to the equity shareholders of Demerged Company pursuant to the Scheme would be listed on BSE Limited and the National Stock Exchange of India Limited.

B. **Effect of the Scheme on equity shareholders (promoter shareholders and non-promoter shareholders), and Key Managerial Personnel of ICICI Lombard General Insurance Company Limited**:

1. Based on the Valuation Report 1, Valuation Report 2 and the Computation Certificate 35,756,194 fully paid equity shares of nominal value of ₹ 10 each of the Company will be issued and allotted to the equity shareholders of Demerged Company. In terms of the Scheme these shares are to be allotted in the following proportion: Bharti: 18,235,659 equity shares, AXA: 17,520,535 equity shares.

2. Effect on the equity shareholders (promoter shareholders and non-promoter shareholders): As far as the equity shareholders of the Company are concerned (promoter shareholders as well as non-promoter shareholders), the transfer of the Demerged Undertaking of the Demerged Company will result in dilution of holding of promoter group in the Company's shares by approximately 3.78% and in turn will increase the public shareholding of the Company's shares by 3.78%. Pursuant to the Scheme, all the equity shareholders of the Demerged Company will get equity shares of the Company as set out in the Scheme.

3. Effect on the Key Managerial Personnel: There is no effect on the key managerial personnel of the Company.

4. Effect on the creditors: Under the Scheme, there is no arrangement with the creditors (secured or unsecured) of the Company. No compromise is offered under the Scheme to any of the creditors of the Company. The liability of the creditors of the Company, under the Scheme, is neither being reduced nor being extinguished.

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ICICI Lombard
GENERAL INSURANCE

5. Effect on staff or employees: Under the Scheme, no rights of the staff and employees of the Company are being affected. The services of the staff and employees of the Company shall continue on the same terms and conditions prior to the proposed Scheme.

6. No special valuation difficulties were reported.

C. **Conclusion**

While deliberating the Scheme, the Board has considered its impact on each of the shareholders, promoters, non-promoter shareholders, key managerial personnel, creditors and employees. The Scheme is in the best interest of the shareholders, promoters and non-promoter shareholders, key managerial personnel, creditors and employees of the Company and there shall be no prejudice caused to them in any manner by the Scheme.

By order of the Board

For ICICI Lombard General Insurance Company Limited

Lalita D. Gupte

Mrs. Lalita D. Gupte
Chairperson

Date: August 21, 2020



REPORT ADOPTED BY THE BOARD OF DIRECTORS OF BHARTI AXA GENERAL INSURANCE COMPANY LIMITED AT THEIR MEETING HELD ON AUGUST 21, 2020, EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT AMONGST BHARTI AXA GENERAL INSURANCE COMPANY LIMITED AND ICICI LOMBARD GENERAL INSURANCE COMPANY LIMITED AND THEIR RESPECTIVE EQUITY SHAREHOLDERS, CREDITORS AND KEY MANAGERIAL PERSONNEL

A) Background:

1. Based on the recommendations of the Board Audit and Compliance Committee, the Board of Directors ("Board") of Bharti AXA General Insurance Company Limited ("Demerged Company" or "Company") at its meeting held on August 21, 2020, approved the Scheme of Arrangement amongst the Company and ICICI Lombard General Insurance Company Limited and their respective shareholders and creditors ("Scheme"), to be implemented under the provisions of Section 230 to 232 of the Companies Act, 2013 ("Companies Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Section 2 (19AA) and other applicable provisions of the Income-Tax Act, 1961, Sections 35 to 37 and other applicable provisions of Insurance Act, 1938 ("Insurance Act") read with IRDAI (Scheme of Amalgamation and Transfer of General Insurance Business) Regulations, 2011 and Regulation 51 and Regulation 59 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. In terms of Section 232(2)(c) of the Companies Act, a report from the Board of the Company explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoter and non-promoter shareholders of the Company, and setting out, among other things, the share exchange ratio, and specifying any special valuation difficulties, is required to be adopted by the Board. Such report is then required to be appended with the notice of the meeting of shareholders and creditors if ordered by the jurisdictional National Company Law Tribunal.

3. Accordingly, this report of the Board is prepared to comply with the requirements of Section 232(2)(c) of the Companies Act.

4. While deliberating on the Scheme, the Board, inter-alia, considered and took on record the following documents:

   (a) A draft of the proposed Scheme;

   (b) Valuation Report dated August 21, 2020 issued by BDO Valuation Advisory LLP, Registered Valuer on the valuation of shares and the recommendation of the share entitlement ratio and issue of 35,756,194 fully paid up equity shares of the Resulting Company of INR 10 to the equity shareholders of the Demerged Company;

(c) Auditor's Certificate issued by M. P. Chitale & Co., Chartered Accountants and Singhi & Co, Chartered Accountants, Joint Statutory Auditors of the Company confirming that the accounting treatment contained in the scheme is in compliance with all the applicable accounting standards specified by the Central Government under Section 133 of the Companies Act;

(d) Memo issued by Ernst & Young on tax implications under the applicable provisions of Income Tax Act 1961; and

(e) Report of the Board Audit and Compliance Committee of the Company dated August 21, 2020 recommending the Scheme.

5. The Scheme, amongst others, contemplates the following arrangements:

(a) Transfer of the Demerged Undertaking (as defined in the Scheme) by the Demerged Company to the Resulting Company under the Scheme and as an integral part of the Scheme, issuance and allotment of unsecured non-convertible debentures by the Resulting Company on substantially the same terms and conditions as the unsecured non-convertible debentures issued by the Demerged Company which will stand cancelled and extinguished upon such allotment;

(b) Pursuant to the sanction of the Scheme by IRDAI, jurisdictional National Company Law Tribunal(s), the Scheme shall become effective from the Appointed Date. The Appointed Date for the Scheme is April 1, 2020;

(c) With effect from the Appointed Date, the Demerged Undertaking shall stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Resulting Company to become the undertaking of the Resulting Company;

(d) The Resulting Company shall issue and allot 35,756,194 fully paid up equity shares to the shareholders of the Demerged Company as per the share entitlement ratio of 2 equity share(s) of the face and paid up value of INR 10/- each for every 115 equity share(s) of the face value of INR 10/- each to Bharti General Ventures Private Limited ("Bharti") and Societe Beaujon ("AXA") based on the Valuation Report dated August 21, 2020 issued by BDO Valuation Advisory LLP (in proportion of their shareholding in Demerged Company as on Record Date i.e. August 21, 2020 being Bharti 51% and AXA: 49%) as follows: Bharti: 18,235,659 equity shares, AXA: 17,520,535 equity shares;

(e) Equity shares issued by Resulting Company to the equity shareholders of Demerged Company pursuant to the Scheme would be listed on BSE Limited and the National Stock Exchange of India Limited.

B. Effect of the Scheme on Shareholders, Employees and Key Managerial Personnel of Bharti AXA General Insurance Company Limited:

1. Effect on the Shareholders: Based on the Valuation Report 35,756,194 fully paid equity shares of face value of INR 10 each of the Resulting Company will be issued and allotted to the equity shareholders of Demerged Company. In terms of the Scheme these shares are to be allotted in the following proportion: Bharti: 18,235,659 equity shares, AXA: 17,520,535 equity shares. Five individual nominee shareholders of the Demerged Company will not receive any shares as a consideration under the Scheme.

2. Effect on the Employees (including Key Managerial Personnel) of the Company: Upon the effectiveness of the Scheme, all Transferring Employees (including Key Managerial Personnel) shall be deemed to have become the employees of the Resulting Company on terms and conditions not less favourable than those on which they are employed by the Company and without any interruption of, or break in service.

3. Effect on the creditors: There are no secured creditors in the Company. Under the Scheme, there is no arrangement with the unsecured creditors of the Company. No compromise is offered under the Scheme to any of the unsecured creditors of the Company. The liability of the unsecured creditors of the Company, under the Scheme, is neither being reduced nor being extinguished. In terms of 5.4.1. of Part C of the Scheme, upon the coming into effect of the Scheme, all Liabilities pertaining to the Demerged Undertaking, as on / up to the Appointed Date (or anytime thereafter) shall, without any further act or deed, stand transferred to and vested in and be deemed to have been transferred to and vested in the Resulting Company on the same terms and conditions as applicable to the Company, and shall become the debts, liabilities, loans, duties and obligations of the Resulting Company which shall meet, discharge and satisfy the same to the exclusion of the Company.

4. Effect on the Debenture-holders and Debenture-Trustee: Upon the Scheme becoming effective, the Debenture-Trustees of the Company will cease to exist and the Non-Convertible Debentures (NCDs) shall become NCDs of the Resulting Company on the same terms and conditions and all rights, powers, duties and obligations in relation thereto shall stand transferred to and vested in and shall be exercised by or against the Resulting Company. Upon such issuance and allotment, the NCDs so transferred shall stand extinguished and cancelled. It is clarified that the Proposed NCDs do not form part of the consideration for the demerger.

5. No special valuation difficulties were reported.

C. Conclusion

While deliberating the Scheme, the Board has considered its impact on each of the shareholders, key managerial personnel, debenture-holders, creditors and employees. The Scheme is in the best interest of the shareholders, key managerial personnel, creditors and employees of the Company and there shall be no prejudice caused to them in any manner by the Scheme.

For Bharti AXA General Insurance Company Limited



Sanjeev S.
Managing Director and CEO

Date: August 21, 2020

Ref. No.: MUM/SEC/168-10/2021

October 9, 2020

To,

General Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Tower,
14th Floor, Dalal Street,
Mumbai - 400 001

BSE Scrip Code: Equity (BSE: 540716); Debt (BSE: 954492)

Subject: 'Report on Complaints' in terms of Para I(A)(6) of Annexure I to the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular")

Ref.: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") with respect to the Scheme of Arrangement among ICICI Lombard General Insurance Company Limited ("Resulting Company"/"Company") and Bharti AXA General Insurance Company Limited ("Demerged Company") and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and Sections 35 to 37 of the Insurance Act, 1938 ("Scheme").

Dear Sir/ Madam,

In continuation of our application dated September 11, 2020 under Case No. 114111 in relation to the Scheme under Regulation 37 of the Listing Regulations, we herewith submit the 'Report on Complaints' in Annexure A to this letter.

We confirm that the Scheme along with the documents specified in accordance with Para I(A)(2) of Annexure I to the SEBI Circular were made public on the Company's website for comments for a period of at least 21 days from the date of our application. The draft Scheme was also uploaded by BSE Limited on its website on September 17, 2020.

The Report on Complaints is also being uploaded on the website of the Company, i.e. www.icicilombard.com as per the requirement of the said SEBI Circular.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For ICICI Lombard General Insurance Company Limited

Vikas Mehra

Digitally signed by Vikas Mehra
Date: 2020.10.09 12:29:42 +05'30'

Vikas Mehra
Company Secretary

ANNEXURE A

REPORT ON COMPLAINTS

Period of Complaints Report: September 17, 2020 to October 8, 2020

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable		

Yours faithfully,

For ICICI Lombard General Insurance Company Limited

Vikas Mehra
Digitally signed by Vikas Mehra
Date: 2020.10.09 12:30:03 +05'30'

Vikas Mehra
Company Secretary

Ref. No.: MUM/SEC/172-10/2021

October 14, 2020

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot C/1
G Block, Bandra Kurla Complex,
Mumbai-400051

NSE Symbol: (Equity: ICICIGI); (Debt: ILGI26)

Subject: 'Report on Complaints' in terms of Para Part I(A)(6) of Annexure I to the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular")

Ref.: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") with respect to the Scheme of Arrangement among ICICI Lombard General Insurance Company Limited (Resulting Company"/"Company") and Bharti AXA General Insurance Company Limited ("Demerged Company") and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and Sections 35 to 37 of the Insurance Act, 1938 ("Scheme").

Dear Sir/ Madam,

In continuation of our application dated September 11, 2020 under application No. 24678 in relation to the Scheme under Regulation 37 of the Listing Regulations, we herewith submit the 'Report on Complaints' in Annexure A to this letter.

We confirm that the Scheme along with the documents specified in accordance with Para I(A)(2) of Annexure I to the SEBI Circular were made public on the Company's website for comments for a period of at least 21 days from the date of our application. The draft Scheme was also uploaded by National Stock Exchange of India Limited on its website on September 22, 2020.

The Report on Complaints is also being uploaded on the website of the Company, i.e. www.icicilombard.com as per the requirement of the said SEBI Circular.

We request you to kindly take the same on records.

Thanking you,

Yours faithfully,

For ICICI Lombard General Insurance Company Limited

Vikas Mehra

Digitally signed by Vikas Mehra
Date: 2020.10.14 19:42:54 +05'30'

Vikas Mehra
Company Secretary

ICICI Lombard General Insurance Company Limited

IRDA Reg. No. 115
Mailing Address:
401 & 402, 4th Floor, Interface 11, New Linking Road, Malad (West), Mumbai - 400 064.

CIN: L67200MH2000PLC129408
Registered Office:
ICICI Lombard House, 414, Veer Savarkar Marg, Near Siddhi Vinayak Temple, Prabhadevi, Mumbai - 400 025.

Toll free No. : 1800 2666
Alternate No.: +918655222666 (Chargeable)
Email: customersupport@icicilombard.com
Website: www.icicilombard.com

Annexure A

REPORT ON COMPLAINTS

Period of Complaints Report: September 22, 2020 to October 13, 2020

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable		

Yours faithfully,

For ICICI Lombard General Insurance Company Limited

Vikas Mehra

Digitally signed by Vikas Mehra
Date: 2020.10.14 19:43:17 +05'30'

Vikas Mehra
Company Secretary

BSE Limited Registered Office: Floor 25, P J Towers, Dalal Street, Mumbai – 400 001, India
T : +91 22 2272 8045 / 8055 F : +91 22 2272 3457 www.bseindia.com
Corporate Identity Number: L67120MH2005PLC155188

DCS/AMAL/JR/R37/1831/2020-21 **"E-Letter"** **November 02, 2020**

The Company Secretary,
ICICI Lombard General Insurance Company Ltd
ICICI Lombard House, 414 Veer Savarkar Marg,
Near Siddhivinayak Temple, Prabhadevi,
Mumbai, Maharashtra, 400025

Sir,

Sub: Observation letter regarding the Draft Scheme of Arrangement between ICICI Lombard General Insurance Company Ltd and Bharti AXA General Insurance Company Limited and their respective shareholders.

We are in receipt of the Draft Scheme of Arrangement by ICICI Lombard General Insurance Company Ltd filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated November 02, 2020 has inter alia given the following comment(s) on the draft scheme of amalgamation:

- **"Company shall duly comply with various provisions of the Circular."**
- **"Company shall ensure that suitable disclosure about the latest financials of the Companies involved in the scheme being not more than 6 months old is done before filing the same with the Hon'ble National Company Law Tribunal."**
- **"Company shall ensure that appropriate disclosure with respect to ongoing matters of ICICI Bank Ltd and disclosure with respect to independent director viz. Jitendra B., who is on the board of CG Power may be suitably done."**
- **"Company shall ensure Compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Compliance of Regulation 59 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."**
- **"Company shall ensure that the proposed scheme is acted upon only if approved by the NCLT."**
- **"Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."**
- **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."**
- **"It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."**

BSE - INTERNAL

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

sd/-

Nitinkumar Pujari
Senior Manager

BSE - INTERNAL

National Stock Exchange Of India Limited

Ref: NSE/LIST/24678_II November 03, 2020

The Company Secretary
ICICI Lombard General Insurance Company Limited
ICICI Lombard House, 414, Veer Savarkar Marg,
Near Siddhi Vinayak Temple, Prabhadevi
Mumbai - 400025

Kind Attn.: Mr. Vikas Mehra

Dear Sir,

Sub: **Observation Letter for Draft Scheme of Arrangement between Bharti AXA General Insurance Company Limited and ICICI Lombard General Insurance Company Limited and their respective shareholders and creditors**

We are in receipt of the Draft Scheme of Arrangement between Bharti AXA General Insurance Company Limited and ICICI Lombard General Insurance Company Limited and their respective shareholders and creditors vide application dated September 11, 2020.

Based on our letter reference no Ref: NSE/LIST/24678 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), kindly find following comments on the draft scheme:

a. *The Company shall duly comply with various provisions of the Circular.*

b. *The Company shall ensure that suitable disclosure about the latest financials of the companies involved in the scheme being not more than 6 months old is done before filing the same with the Hon'ble National Company Law Tribunal.*

c. *The Company shall ensure that appropriate disclosures with respect to ongoing matters of ICICI Bank Ltd. and disclosure with respect to independent director viz. Jitender B., who is on the board of CG Power may be suitably done.*

d. *The Company shall ensure compliance with provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including compliance of Regulation 59 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

e. *The Company shall ensure that the proposed scheme is acted upon only if approved by the NCLT.*

f. *The Company shall ensure that the additional information and undertakings, if any, submitted by the Company after filing the Scheme with the Stock Exchange and from the date of the receipt of this letter is displayed on the websites of the listed companies.*

This Document is Digitally Signed
Signer: Jiten Bharat Patel
Date: Tue, Nov 3, 2020 15:06:43 IST
Location: NSE

Confidential

g. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*

h. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/ representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/ representations.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our "No-objection" in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from November 03, 2020 within which the scheme shall be submitted to NCLT.

Yours faithfully,
For National Stock Exchange of India Limited

Jiten Patel
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

This Document is Digitally Signed

Signer: Jiten Bharat Patel
Date: Tue, Nov 3, 2020 15:06:43 IST
Location: NSE

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ICICI Lombard
GENERAL INSURANCE

Annexure L

Disclosure on ongoing matters of ICICI Bank Ltd. as per comments received in observation letter dated November 2, 2020 issued by BSE Ltd. and observation letter dated November 3, 2020 issued by National Stock Exchange of India Ltd.

ICICI Bank Ltd. appearing in SEBI ATR – Promoter of ICICI Lombard General Insurance Company Ltd.

Please find below details as provided by ICICI Bank Limited (**Bank**):

Sr. No.	Case	Status
1.	Insider trading in the matter of Bank of Rajasthan Ltd	Bank and its ex-compliance officer received a notice from SEBI on July 31, 2018 under Rule 4(1) of SCR (Procedure for Holding Inquiry and imposing penalties by Adjudicating Officer) Rules, 2005 requiring responses on matters relating to alleged non-compliance with certain provisions of the erstwhile Listing Agreement. Subsequently, SEBI issued an Adjudication Order on September 12, 2019, imposing a penalty of ₹ 0.5 million each (totalling to ₹ 1.0 million) under the SEBI Act and the SCRA on the Bank, and ₹ 0.2 million under the SEBI Act on the ex-compliance officer. The Bank had filed an appeal against SEBI's order with the Securities Appellate Tribunal ("SAT") on October 24, 2019. On July 8, 2020, the appeal was partly allowed by SAT in favour of the Bank and SAT has modified the penalty imposed on the Bank to a warning. Further, the ex-compliance officer had filed an appeal with SAT on September 30, 2019, which was partly allowed by SAT *vide* its order dated September 10, 2020 in favour of the ex-compliance officer and has converted the monetary penalty imposed on the ex-compliance officer to a warning. On September 24, 2020, SEBI filed an appeal with the Supreme Court of India ("Supreme Court") against the aforementioned SAT order dated July 8, 2020 pertaining to the Bank. Separately, on November 10, 2020, the Bank has also filed an appeal with the Supreme Court against SAT's order dated July 8, 2020. SEBI has also filed an appeal with the Supreme Court on November 23, 2020 against the order of SAT dated September 10, 2020 pertaining to the ex-compliance officer. The appeal copy was served on the ex-compliance officer on December 29, 2020. These matters were heard

ICICI Lombard
GENERAL INSURANCE

Sr. No.	Case	Status
		before Supreme Court on January 6, 2021 wherein the Supreme Court was pleased to grant interim stay on the operation of the SAT orders until further orders from them. To bring closure to the matter, the ex-compliance officer has filed the settlement application on December 31, 2020 and the Bank has filed the settlement application on January 6, 2021, under SEBI (Settlement Proceedings) Regulations, 2018 with SEBI.
2.	Matter of ICICI Bank Limited and its MD and CEO Ms. Chanda Kochhar	The Audit Committee of the Bank under direction given by the Board of Directors instituted an independent enquiry by a former Supreme Court Judge, Honorable Mr. Justice B. N. Srikrishna (Retd.), to consider various allegations relating to the former Managing Director and Chief Executive Officer, Ms. Chanda Kochhar. The allegations were levelled against Ms. Kochhar in media articles, a whistleblower complaint and complaints written by a private individual to senior government officials and regulators. The allegations included nepotism, quid pro quo and claims that Ms. Kochhar, by not disclosing conflicts of interest caused by certain transactions between certain borrowers of the Bank and entities controlled by Ms. Kochhar's spouse, committed infractions under applicable regulations and the Bank's Code of Conduct. The independent enquiry was supported by an independent law firm and a forensic firm. Ms. Kochhar proceeded on a leave of absence following the institution of the independent enquiry. In the interim, Mr. Sandeep Bakhshi was appointed as wholetime Director and Chief Operating Officer and reported directly to the Board of Directors during her absence. On October 4, 2018, the Board of Directors of the Bank, accepted the request of Ms. Kochhar to seek early retirement from the Bank at the earliest. The Board accepted this request with immediate effect, while noting that the enquiry instituted by the Board would remain unaffected by this and certain benefits would be subject to the outcome of the enquiry. Ms. Kochhar also relinquished office from the boards of the Bank's subsidiaries. The Board decided to appoint Mr. Sandeep Bakhshi as Managing Director and Chief Executive Officer, which was approved by the Reserve Bank of India for a period of three years with effect from October 15, 2018. The board of directors considered the enquiry report on its receipt at the board meeting held on January 30, 2019. The enquiry report concluded, primarily

ICICI Lombard
GENERAL INSURANCE

Sr. No.	Case	Status
		on account of ineffectively dealing with conflict of interest and due disclosure or recusal requirements, that Ms. Chanda Kochhar was in violation of the ICICI Bank Code of Conduct, its framework for dealing with conflict of interest and fiduciary duties, and in terms of applicable Indian laws, rules and regulations. It also concluded that her lack of diligence with respect to annual disclosures as required by the Bank in terms of its internal policies, the ICICI Bank Code of Conduct and applicable Indian laws, rules and regulations on her interests (direct or indirect) towards avoidance of conflict of interest, when considered that the Bank's processes were dependent solely on the directors discharging their fiduciary duty to recuse themselves and avoid conflict, implies that the Bank's then processes were rendered ineffective by her approach to such disclosures and avoidance of conflict. Following the receipt of the enquiry report, the board of directors decided to treat the separation of Ms. Chanda Kochhar from the Bank as a 'Termination for Cause' under the Bank's internal policies, schemes and the Code of Conduct, with all attendant consequences (including revocation of all her existing and future entitlements such as any unpaid amounts, unpaid bonuses or increments, unvested and vested and unexercised stock options, and medical benefits), and require the clawback of all bonuses paid from April 2009 until March 2018. In November 2019, Ms Chanda Kochhar had filed a Writ Petition in the Bombay High Court inter alia to uphold validity of her early retirement and challenging the separation being treated by the Bank as 'Termination for Cause' and its attendant consequences. The Writ Petition was dismissed by the Bombay High Court as not maintainable. Ms. Chanda Kochhar has filed a special leave petition ("SLP") in the Supreme Court on September 3, 2020, against the order of the Bombay High Court dismissing the Writ Petition. The SLP was dismissed by the Supreme Court on December 1, 2020. Separately, in January 2020, the Bank instituted a recovery suit against Ms Chanda Kochhar for inter alia the clawback of bonus paid from April 2009 to March 2018. In the event Ms. Chanda Kochhar continues to contest the actions taken by the Board of Directors of the Bank in a court of competent jurisdiction, the Bank could incur additional costs, negative publicity and be subject to the outcome of judicial review of

ICICI Lombard
GENERAL INSURANCE

Sr. No.	Case	Status
		such actions. Enquiries by government and regulatory agencies in the matter are continuing. SEBI issued a show-cause notice to Ms. Kochhar and to the Bank in May 2018 in relation to the allegations. The Bank has responded to the relevant allegations in the notice which pertain to the Bank. On November 19, 2020, SEBI issued a modified show cause notice to the Bank in relation to the above wherein it included Clause 2 of Uniform Listing Agreement under the provisions which are alleged to be violated by the Bank in addition to the existing cited provisions. The Bank vide letter dated December 3, 2020 has sought certain clarification from SEBI in relation to the modified SCN. SEBI vide email dated December 18, 2020 had allowed the opportunity of inspection of documents with respect to modified show cause notice on December 24, 2020. The Bank has sought four weeks' time to reply to the modified show cause notice vide letter dated December 31, 2020. The Central Bureau of Investigation ("CBI") had also initiated a preliminary enquiry against various individuals and firms including unknown officers and/or officials of the Bank. Authorities such as the Enforcement Directorate and Income-tax authorities are also probing the matter. In January 2019, the CBI filed a first information report against Ms. Chanda Kochhar, her spouse and certain borrowers of the Bank and their promoters, accusing them of cheating the Bank. The first information report states that certain individuals, who were on the board of directors of the Bank when the alleged transactions occurred and were part of committees that sanctioned credit facilities to the concerned borrower group, may also be investigated. These include the present Managing Director and Chief Executive Officer of the Bank and the present Managing Director of the Bank's life insurance subsidiary.
3.	Complaint of Samir Das against ICICI Bank alleging victimisation	Bank was notified by SEBI in the first week of February, 2019 that they have received a complaint against the Bank wherein, inter alia, it was alleged that the complainant was being victimized for whistle blowing. The complainant and the Bank signed an agreement on August 2, 2019 which, inter alia, was, full and final settlement of all claims,

ICICI Lombard
GENERAL INSURANCE

Sr. No.	Case	Status
		disputes and releasing the Bank from all grievances. Separately, SEBI vide letter dated October 15, 2019 advised the Audit Committee to, inter alia, look into the allegations of victimization of the complainant afresh. Accordingly, the Audit Committee has carried out review of this matter and a detailed reply was submitted to SEBI on January 31, 2020 together with the conclusions that due protection was afforded by the Bank to the complainant at all times and no other relief was required. However, the Bank was issued a show cause notice ("SCN") dated January 30, 2020, which was received by the Bank on February 11, 2020, from SEBI which did not appear to factor the protective measures taken by the Bank, the settlement agreement entered into or the Audit Committee's review as submitted. The Bank submitted its reply to the SCN on March 23, 2020. To bring closure to the matter the Bank has submitted a settlement application dated July 17, 2020 with SEBI under SEBI (Settlement Proceedings) Regulations, 2018.
4.	Inspection of ICICI Bank Ltd as custodian of securities	Pursuant to the inspection of the custody activity of ICICI Bank conducted by an external audit firm, SEBI vide its letter dated November 25, 2019 ("**Letter**") advised the Bank to ensure compliance with provisions of SEBI Act read with the rules, regulations, circulars and guidelines issued thereunder. This Letter was not in the nature of a caution letter. The said matter was presented to the Audit Committee of the Bank in its meeting for the quarter ended December, 2019.
5.	SEBI show cause notice to the Bank in its capacity as DDP	The Bank in its capacity as the Designated Depository Participant ("DDP") has received a Show-Cause Notice (SCN) from SEBI on December 31, 2020, for alleged violation of Regulations 7(4), 31(1)(a), 31(1)(b), 31(1)(c), 31(2)(a) of the SEBI (Foreign Portfolio Investors) Regulations, 2019 read with Regulations 7(4), 32(1)(a), 32(1)(b), 32(1)(c), 32(2)(a) of the SEBI (Foreign Portfolio Investors) Regulations, 2014, Clause 15(iii) of the Operational Guidelines for FPIs, DDPs and EFIs issued vide SEBI circular dated November 05, 2019 read with Operational Guidelines for DDPs issued vide SEBI circular dated January 08, 2014. SEBI vide the SCN has alleged that the Bank (as DDP) did not report to SEBI the delay in intimation of change in grouping information of two FPIs (i.e. Grovsnor Investment Fund Limited and India Max

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		Investment Fund Limited) where the delay was beyond six months and the Bank did not enquire from the FPI as to since when the two FPIs had common control. Pursuant to the issuance of SCN, SEBI has initiated adjudication proceedings against the Bank under Rule 4 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules 1995 read with section 15I of the SEBI Act. The Bank is in the process of submitting a response to SEBI against the SCN.

For ICICI Lombard General Insurance Company Limited

Vikas Mehra
Company Secretary

Date: January 14, 2021
Place: Mumbai

Disclosure in relation to the Mr. Jitender Balakrishnan as per comments received in observation letter dated November 2, 2020 issued by BSE Limited and observation letter dated November 3, 2020 issued by National Stock Exchange of India Limited

Please find below the details as provided by Mr. Jitender Balakrishnan:

1. Mr. Jitender Balakrishnan is an independent director on the board of Bharti AXA General Insurance Company Limited since 1st June 2010.

2. Mr Jitender Balakrishnan is also an Independent Director on the board of CG Power and Industrial Solutions Ltd ("**CG Power**").

3. We understand that the promoters and key managerial persons of CG Power were removed from the board and management of CG Power on account of *inter-alia* the acts or omission of the erstwhile management of CG Power.

4. We understand that CG Power is currently run by a board of Independent Directors. The Independent Directors including Mr Jitender Balakrishnan have been actively working with Lenders towards resolving the CG Power's financial stress and for resolution of the debt of the CG Power.

5. We are given to understand that (i) CG Power is currently in defaulter's list of Reserve Bank of India ("**RBI**"); and (ii) RBI has inadvertently included the names of the Independent Directors (including Mr. Jitender Balakrishnan) of CG Power in the defaulter list as well.

6. We have been informed that the current board of CG Power has initiated steps to request RBI for necessary rectifications in the defaulter list.

For **Bharti AXA General Insurance Company Limited**

Authorised Signatory

Date: January 14, 2021

Notes

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